SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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1. Name and Addre	1 0	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>WYNN RESORTS LTD</u> [WYNN]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner
			3. Date of Earliest Transaction (Month/Day/Year) 08/26/2010	X	Officer (give title below) CFO, Trea	Other (specify below) surer
(Street) LAS VEGAS (City)	NV (State)	89109 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More the Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transa Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
		(Month/Day/Year)	8) Code	v	Amount (A) or Price		Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(l) (Instr. 4)	Ownership (Instr. 4)
Common Stock, par value \$0.01	08/26/2010		М		30,000	A	\$47.12	110,000	D	
Common Stock, par value \$0.01	08/26/2010		S		12,850	D	\$83.1424(1)	97,150	D	
Common Stock, par value \$0.01	08/26/2010		S		16,650	D	\$83.8429 ⁽²⁾	80,500	D	
Common Stock, par value \$0.01	08/26/2010		S		500	D	\$86.63	80,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cais, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Curity Curity (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$47.12	08/26/2010		М			30,000	(3)	05/06/2019	Common Stock, par value \$0.01	30,000	\$0.00	270,000	D	

Explanation of Responses:

1. Represents the weighted average price of multiple transactions with a range of prices between \$82.51 and \$83.50. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or any security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities sold at each separate price.

2. Represents the weighted average price of multiple transactions with a range of prices between \$83.54 and \$84.12. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or any security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities sold at each separate price.

3. The original grant of 300,000 options vest 10% per year on each anniversary of the date of grant (May 6, 2009); provided, that if the reporting person ceases to be an employee of the Company, any options that are unvested at such time will be forfeited.

Remarks:

/s/ Kimmarie Sinatra, attorneyin-fact for Matt Maddox 08/27/2010

Date

** Signature of Reporting Person D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.