

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 hours per response:	0.5

1. Name and Address of Reporting Person * <u>GOLDSMITH RUSSELL D</u>  (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u>  (Street) <u>LAS VEGAS NV 89109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WYNN RESORTS LTD [ WYNN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/29/2008		A		2,500	A	\$0.00 <sup>(1)</sup>	2,500	D	
Common Stock, par value \$0.01 per share								5,700	I	By Russell Goldsmith Trust
Common Stock, par value \$0.01 per share								1,500	I	By California Quintet LLC
Common Stock, par value \$0.01 per share								1,000	I	By Nevada Productions, Inc. Pension Plan
Common Stock, par value \$0.01 per share								300	I	Via trust <sup>(2)</sup>
Common Stock, par value \$0.01 per share								500	I	Via trust <sup>(2)</sup>
Common Stock, par value \$0.01 per share								500	I	Via trust <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (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
Stock Options (right to buy)	\$102.03	05/29/2008		A		10,000		05/29/2008	05/29/2018	Common Stock, par value \$0.01 per share	10,000	\$0.00	10,000	D	

**Explanation of Responses:**

- Restricted shares of common stock, par value \$0.01 per share, of Wynn Resorts, Limited (the "Company") granted pursuant to the Company's 2002 Stock Incentive Plan. Shares vest on May 29, 2013. If the reporting person ceases to be a director before the shares are fully vested, the shares will vest on a pro rata basis, 20% per year, based upon the number of years served since the grant date.
- Shares are held in a trust for which Mr. Goldsmith is trustee and certain members of Mr. Goldsmith's immediate family are beneficiaries.

**Remarks:**

/s/ Kevin Tourek, attorney-in-fact for Russell Goldsmith 06/02/2008

\*\* Signature of Reporting Person Date

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.

