## 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 1(s)	STATEM
Instruction 1(b).	

#### MENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  SCHORR MARC D					2. Issuer Name and Ticker or Trading Symbol WYNN RESORTS LTD [ WYNN ]									Check	all app	olicable) ctor	10% (	
(Last) (First) (Middle) C/O WYNN RESORTS, LIMITED					3. Date of Earliest Transaction (Month/Day/Year) 02/03/2005									Х	below) below)  Chief Operating Officer			
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										Form filed by One Reporting Person Form filed by More than One Reporting Person			
(S					_													
1. Title of Security (Instr. 3) 2. Transac Date			action	ction 2A Ex ay/Year) if a		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A)				5. Amo Securi Benefi Owned	ount of ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v			(A) or (D)	Price	•	Transaction(s) (Instr. 3 and 4)			
Stock, par	value \$0.01		02/03	/2005	2005		A		125,000	125,000 <sup>(1)</sup> A		\$ <mark>0</mark> .	00	314,723		D		
Common Stock, par value \$0.01															11	16,000	I	By Marc D. Schorr and Jane R. Schorr Living Trust
	Та													y Ov	vned			
2. Conversion or Exercise Price of Derivative Security	ersion Date Date (Month/Day/Year) of ative A. Deemed Execution Date, if any (Month/Day/Year)			Code (	I. 5. Number of Orde (Instr. Derivative			6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			8. Price of Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(FINN RESOILS VEGAS OF STOCK, par	(First) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  GAS NV 89109  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock, par value \$0.01  Table II -  Conversion or Exercise Price of Derivative  A. Date (Month/Day/Year) [Any (Month/D	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  GAS NV 89109  (State) (Zip)  Table I - Non-Derive Conversion or Exercise Price of Derivative  (Honth/Day/Year)  (First) (Middle)  (Middle)  (All the properties of Middle)  (State) (Zip)  Table II - Derivate (e.g., posterior of Exercise (Month/Day/Year)  (Month/Day/Year)	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$0.01  Table II - Derivative Security  (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  GAS NV 89109  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock, par value \$0.01  Table II - Derivative Security (Month/Day/Year)  Stock, par value \$0.01  Table II - Derivative Security (e.g., puts, calls of the control of the	(First) (Middle)  NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  A. If Amendment 2. A. Deemed Execution Date (e.g., puts, calls, warr (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Stock, par value \$0.01  A. Deemed Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Of Code (Instr. Derivative Securities (A) of Disp of (Instr. Day/Year)  Of (Instr. Day/Year)	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  Table I - Non-Derivative Securities Accurity (Instr. 3)  Table II - Derivative Securities Acquives (e.g., puts, calls, warrants, lambur of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Acquives (Month/Day/Year)  Table II - Derivative Securities Acquives (e.g., puts, calls, warrants, lambur of Derivative Securities Acquives (Month/Day/Year)  Table II - Derivative Securities Acquives (e.g., puts, calls, warrants, lambur of Derivative Securities Acquives (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (Month/Day/Year)  (Code Stock, par value \$0.01  Table II - Derivative Securities Acquired, Deficition (Month/Day/Year)  (e.g., puts, calls, warrants, option of Exercise Price of Date (Month/Day/Year) Price of Derivative Securities Acquired, Derivative Securities Acquired, Derivative Securities Acquired, Office of Date (Month/Day/Year)  (Month/Day/Year)	WYNN RESORTS LTD	(First) (Middle) NN RESORTS, LIMITED S VEGAS BOULEVARD SOUTH  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  Stock, par value \$0.01  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  A 125,000  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  A 125,000  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  A 125,000  Date Execution Date, if any (Month/Day/Year) (Month/Day/Year)  Month/Day/Year)  A 125,000  Date Exercise (Month/Day/Year)  Month/Day/Year)  A 125,000  Date Exercise (Month/Day/Year)  Month/Day/Year)  Date Exercise (Month/Day/Year)  A 2. 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Transaction (Code (Instr. day)  (Code v Amount (A) or Price (Code (Instr. day)  (Code v Amount (A) or Price (Code (Instr. day)  (Code v Amount (A) or Price (Code (Instr. day)  (Code v Amount (A) or Price (Code (Instr. day)  (Code v Amount (A) or Price (Instr. day)  (Code v Amount (A) or Price (Instr. day)  (Code (Instr. day)  (Code v Amount (A) or Price (Instr. day)  (Code (Instr. day)  (Code v Amount (A) or Price (Instr. day)  (Code (Instr. day)  (Code v Amount (A) or Price (Instr. day)  (Code	WYNN RESORTS LTD   WYNN   Check   X   WYNN RESORTS LTD   WYNN   Check   X   WYNN RESORTS   WYNN RESORTS   LIMITED   S VEGAS BOULEVARD SOUTH   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Indiv Line)   X   WYNN RESORTS   WYNN RE	Check, all app   Direct   Check, all app	Check all applicable   Director   Non RESORTS LIMITED   Director   Non RESORTS, LIMITED   Director   Non RESORTS, LIMITED   S VEGAS BOULEVARD SOUTH   4. If Amendment, Date of Original Filed (Month/Day/Year)   Chief Oper   Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Nonth/Day/Year   Disposed of, or Beneficially Owned   Nonth/Day/Year   Security (Instr. 3)   Disposed Of, or Beneficially Owned   Nonth/Day/Year   Disposed Of, or Beneficially Owned   Nonth/Day/Year   N	WYNN RESORTS LTD   WYNN   Check all applicable)   Director   10% of Other below   Chief Operating Officer   10%

## Explanation of Responses:

1. Restricted shares that will vest in five equal installments on December 15, 2005; December 15, 2006; December 15, 2007; December 15, 2008; and December 15, 2009.

# Remarks:

/s/ Marc H. Rubinstein, on behalf of Marc D. Schorr

02/03/2005

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.