

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>WYNN STEPHEN A</u> <hr/> (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u> <hr/> (Street) <u>LAS VEGAS NV 89109</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Executive Officer / WFLP is member of 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting 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 (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	01/19/2017		A		137,468	A	\$0 ⁽¹⁾	12,137,468	I	By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/19/2017		F		57,668	D	\$90.93	12,079,800	I	By Wynn Family Limited Partnership

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)		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)					

1. Name and Address of Reporting Person*

WYNN STEPHEN A

(Last) (First) (Middle)

C/O WYNN RESORTS, LIMITED

3131 LAS VEGAS BOULEVARD SOUTH

(Street)

LAS VEGAS NV 89109

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Wynn Family Limited Partnership

(Last) (First) (Middle)

C/O WYNN RESORTS, LIMITED

3131 LAS VEGAS BOULEVARD SOUTH

(Street)

LAS VEGAS NV 89109

(City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. Shares of common stock, par value \$0.01 per share, of Wynn Resorts, Limited (the "Company") granted pursuant to the Company's 2014 Omnibus Incentive Plan, which shares vested immediately upon grant.

Remarks:

[/s/ Kimmarie Sinatra, attorney-in-fact for Stephen A. Wynn](#) [01/20/2017](#)

[/s/ Kimmarie Sinatra, attorney-in-fact for Wynn Family Limited Partnership](#) [01/20/2017](#)

** 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.

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.