

WYNN RESORTS LTD
Form 4
January 22, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol

WYNN RESORTS LTD [WYNN]

3. Date of Earliest Transaction
(Month/Day/Year)

01/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer / WFLP is member of 10% owner

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	01/20/2016		P		150,336	A	\$ 53.21 <u>(1)</u>	11,318,963	I	By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/20/2016		P		40,101	A	\$ 53.8 <u>(2)</u>	11,359,064	I	By Wynn Family Limited Partnership
	01/20/2016		P		123,972	A		11,483,036	I	

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Common Stock, par value \$0.01 per share					\$ 55.23 (3)				By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/20/2016	P	65,591	A	\$ 55.78 (4)	11,548,627	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/21/2016	P	12,476	A	\$ 54.81 (5)	11,561,103	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/21/2016	P	25,374	A	\$ 55.95 (6)	11,586,477	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/22/2016	P	139,451	A	\$ 58.64 (7)	11,725,928	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	01/22/2016	P	15,549	A	\$ 59.19 (8)	11,741,477	I		By Wynn Family Limited Partnership

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

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 control number.

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(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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(Instr. 3,
4, and 5)

	Date	Expiration	Title	Amount or Number of Shares
	Exercisable	Date		
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNN STEPHEN A C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chief Executive Officer	WFLP is member of 10% owner
Wynn Family Limited Partnership C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X			Member of 10% owner group

Signatures

/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn 01/22/2016
**Signature of Reporting Person Date

/s/ Kevin Tourek, Attorney-in-Fact for Wynn Family Limited Partnership 01/22/2016
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents the weighted average price of multiple transactions with a range of prices between \$52.56 and \$53.55. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited (the "Company") or by a security holder of the Company, 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 \$53.56 and \$54.44. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
- (3) Represents the weighted average price of multiple transactions with a range of prices between \$54.62 and \$55.61. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
- (4) Represents the weighted average price of multiple transactions with a range of prices between \$55.62 and \$56.00. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
- (5) Represents the weighted average price of multiple transactions with a range of prices between \$54.54 and \$55.00. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information

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regarding the number of securities sold at each separate price.

- (6) Represents the weighted average price of multiple transactions with a range of prices between \$55.89 and \$56.00. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

- (7) Represents the weighted average price of multiple transactions with a range of prices between \$58.10 and \$59.09. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

- (8) Represents the weighted average price of multiple transactions with a range of prices between \$59.10 and \$59.33. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

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

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