

WYNN RESORTS LTD

Form 4

May 13, 2010

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSMITH RUSSELL D**

(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)  
**05/11/2010**

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)

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share				(A) or (D)			
			Code	V	Amount		Price
					2,500	D	
Common Stock, par value \$0.01 per share					20,700	I	By Russell Goldsmith Trust
Common Stock, par value \$0.01					1,500	I	By California Quintet,

per share			LLC <sup>(1)</sup>
Common			By Karen
Stock, par			Mack
value \$0.01	1,000	I	Goldsmith
per share			IRA <sup>(1)</sup> <sup>(2)</sup>
Common			Via Trust <sup>(1)</sup>
Stock, par			<sup>(3)</sup>
value \$0.01	1,300	I	
per share			

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.**

SEC 1474  
(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I
				Code	V	(A)	(D)	
Stock Options (right to buy)	\$ 84.28	05/11/2010		A		5,000	<sup>(4)</sup>	05/11/2020
							Common Stock, par value \$0.01	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH RUSSELL D C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X			

## Signatures

/s/ Kevin Tourek, attorney-in-fact for Russell D.  
Goldsmith

05/13/2010

\_\_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) The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
- (2) Since the date of the Reporting Person's last report, 1,000 shares previously owned through the Nevada Productions, Inc. Pension Plan were rolled over into the Karen Mack Goldsmith IRA.
- (3) Shares are held in a trust for which Mr. Goldsmith is trustee and certain members of Mr. Goldsmith's immediate family are beneficiaries.
- (4) Options vest 20% per year on each anniversary of the date of grant; provided, that if the reporting person ceases to be a director of the Company any options that are unvested at such time will be forfeited.

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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