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RUBINSTEIN MARC H

Form 4

December 17, 2002

FORM 4

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
EXPIRES:
JANUARY 31, 2005
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE 0.5

	Company Act o			
1.	Name and Address of Reporting Person*			
	Rubinstein	Marc	Н.	
	(Last)	(First)	(Middle)	
_		c/o Wynn Resorts, Limited 3145 Las Vegas Boulevard South		
		(Street)		
_	Las Vegas	Nevada	89109	
	(City)	(State)	(Zip)	
2.	Issuer Name and Ticke Wynn Resorts, Limi			
3.	I.R.S. Identification (Voluntary)	Number of Reporting Person, if	an entity	
4.	Statement for Month/D	ay/Year		
 5.	If Amendment, Date of	Original (Month/Day/Year)		

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Senior Vice President - General Counsel and Secretary

[] Director [] 10% Owner

[X] Officer (give title below)
[] Other (specify title below)

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7.	<pre>Individual, or Joint/Group Filing (Check Applicable Line) [X] Form filed by One Reporting Person [] Form filed by More than One Reporting Person</pre>		
TAB	LE 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) Price:		
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)		
TAB	LE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)		
1.	Title of Derivative Security (Instr. 3) Stock Options (right to buy)		
2.	Conversion or Exercise Price of Derivative Security \$13.25		
3.	Transaction Date (Month/Day/Year) December 11, 2002		
3A.	Deemed Execution Date, if any (Month/Day/Year)		
4.	Transaction Code (Instr. 8) (A)		
5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) 25,000		
6.	Date Exercisable and Expiration Date (Month/Day/Year)		

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	(1); Expiration 12/11/12		
7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		
	Common Stock, par value \$.01; 25,000		
8.	Price of Derivative Securities (Instr. 5)		
9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 25,000		
10.	Ownership Form of Derivative Securities Beneficially Owned at End Of Month (Instr. 4) (D)		
11.	Nature of Indirect Beneficial Ownership (Instr. 4)		
	LANATION OF RESPONSES:		
	Options vest in four equal installments on December 11, 2004; December 11, 5; December 11, 2006; and December 11, 2007.		

/s/ Marc H. Rubinstein December 17, 2002

** SIGNATURE OF REPORTING PERSON DATE

Marc H. Rubinstein

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.