

WYNN RESORTS LTD
 Form 5
 January 15, 2016

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WYNN STEPHEN A
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
WYNN RESORTS LTD [WYNN]

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

C/O WYNN RESORTS, LIMITED, 3131 LAS VEGAS BOULEVARD SOUTH
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

LAS VEGAS, NV 89109
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (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	01/15/2015	^	G ⁽¹⁾	39,315 A \$ 0	10,066,023	I	By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	12/04/2015	^	G ⁽¹⁾	163,174 A \$ 0	10,229,197	I	By Wynn Family Limited Partnership

share

Common
Stock, par
value 12/07/2015
\$0.01 per
share

12/07/2015

Â

G⁽¹⁾

406,014 A \$ 0

10,635,211 I

By Wynn
Family
Limited
Partnership

Common
Stock, par
value 12/08/2015
\$0.01 per
share

12/08/2015

Â

G⁽¹⁾

434,789 A \$ 0

11,070,000 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.

SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
						Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

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	Â X	Â X	Â Chief Executive Officer	WFLP is member of 10% owner
Wynn Family Limited Partnership C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH	Â X	Â	Â	Member of 10% owner group

LAS VEGAS, NV 89109

Signatures

/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn 01/15/2016

__Signature of Reporting Person Date

/s/ Kevin Tourek, Attorney-in-Fact for Wynn Family Limited Partnership 01/15/2016

__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) This row reports the gift by Mr. Wynn of shares to the Wynn Family Limited Partnership ("WFLP"), as a result of which he ceased to hold the shares directly and acquired an indirect pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.