

WYNN RESORTS LTD

Form 4/A

November 22, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Binion Jack B

(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)

11/07/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/15/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Chairman, Wynn Int'l Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.01	11/07/2006		J ⁽¹⁾	418,419.725 ⁽²⁾	D \$ 48.66 ⁽³⁾	1,550,614.275 ⁽⁴⁾	I Held by LLC ⁽¹⁾
Common Stock, par value \$0.01					500,000	D	

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**

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(9-02)

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Binion Jack B C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD, SOUTH LAS VEGAS, NV 89109	Chairman, Wynn Int'l Marketing

Signatures

/s/ Kevin Tourek, as Attorney-in-Fact for Jack B. Binion 11/22/2006

**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).
- On August 31, 2006, the reporting person transferred 1,969,034 shares of Common Stock of Wynn Resorts, Limited to Asian Gaming Investments, LLC, a Nevada limited liability company (the "LLC"), of which the reporting person was the sole member. As of November 7, 2006, the reporting person transferred membership interests representing, in the aggregate, a 21.25% interest in the LLC to five perpetual trust funds held by family members and three individuals.
- (1) The number of shares shown represents a 21.25% proportionate interest in the shares of Common Stock of Wynn Resorts, Limited owned by the LLC.
 - (2) Represents the consideration for the LLC interests divided by the amount of shares shown in Column 4.
 - (3) Represents the reporting person's 78.75% proportionate interest in the shares of Common Stock of Wynn Resorts, Limited owned by the LLC.

Remarks:

This second amendment supersedes the Form 4 filed on November 15, 2006, and any amendments thereto.

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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