

WYNN ELAINE P
Form 4
August 18, 2009

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)
08/14/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01	08/14/2009		S		1,401,805	D	\$ 56.2106 22,751,612 D
Common Stock, par value \$0.01	08/14/2009		S		259,980	D	\$ 58.2888 22,491,632 D
Common Stock, par value	08/14/2009		S		243,234	D	\$ 59.0332 22,248,398 D

\$0.01

Common					\$			
Stock, par	08/14/2009		S	94,981	D	60.1264	22,153,417	D
value						<u>(3)</u>		
\$0.01								

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

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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) (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 Owned Following Reporting Transaction (Instr. 6)
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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	
WYNN ELAINE P C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, CA 89109	X	X		

Signatures

/s/ Kevin Tourek, attorney-in-fact for Stephen A. Wynn /s/ Kevin Tourek, attorney-in-fact for Elaine P. Wynn

08/18/2009

**Signature of Reporting Person

Date

Kevin Tourek, attorney-in-fact for Elaine P. Wynn

08/18/2009

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 \$57.97 and \$58.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.
- (2) Represents the weighted average price of multiple transactions with a range of prices between \$58.65 and \$59.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.
- (3) Represents the weighted average price of multiple transactions with a range of prices between \$59.65 and \$60.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.

Remarks:

Elaine P. Wynn is a director of Wynn Resorts, Limited. Mrs. Wynn is married to Stephen A. Wynn, and for Section 16 purposes

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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