

MADDUX MATT
Form 4
November 15, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MADDUX MATT

(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)

11/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/13/2017		M	50,000	A \$ 107.95	357,686	D
Common Stock, par value \$0.01 per share	11/13/2017		M	30,000	A \$ 47.12	387,686	D
	11/13/2017		S	58,258	D	329,428	D

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Common
Stock, par
value
\$0.01 per
share

\$
155.11
(1)

Common
Stock, par
value
\$0.01 per
share

\$
155.74 328,426
(2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 107.95	11/13/2017		M		50,000		12/05/2016	05/06/2018	Common Stock, par value \$0.01 per share	50,000
Stock Options (right to buy)	\$ 47.12	11/13/2017		M		30,000		<u>(3)</u>	05/06/2019	Common Stock, par value \$0.01 per share	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President

MADDOX MATT
C/O WYNN RESORTS, LIMITED
3131 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

Signatures

/s/ Kathleen Tam, attorney-in-fact for Matt
Maddox

11/15/2017

__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).

Represents the weighted average price of multiple transactions with a range of prices between \$154.69 and \$155.68. The reporting
(1) person, upon request by the staff of the SEC, Wynn Resorts, Limited (the "Company") or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each price.

Represents the weighted average price of multiple transactions with a range of prices between \$155.69 and \$155.75. The reporting
(2) person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each price.

(3) The original grant of 300,000 options vests 10 percent per year on each anniversary of the date of grant; provided, that if the reporting person ceases to be an employee 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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