MGM Resorts International

Form 4

November 07, 2012

Check this box

if no longer

subject to

Section 16.

Form 4 or

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BALDWIN ROBERT** 

(First)

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Issuer

5. Relationship of Reporting Person(s) to

Symbol

MGM Resorts International [MGM]

(Check all applicable)

**OMB** 

Number:

Expires:

response...

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burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

(Month/Day/Year)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

3600 LAS VEGAS BLVD. SOUTH 11/05/2012

CHIEF DESIGN & CONST OFFICER

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

LAS VEGAS, NV 89109

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4

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(Instr.	. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or D (D) (Inst	or Disposed of				
					Code '	V (.	(A)	(D)	Date Exercisable	Expiration Date	Title
	ormance e Units	(1)	11/05/2012		A	72,	,124		11/05/2015 <u>(1)</u>	11/05/2015 <u>(1)</u>	Common Stock \$.01 Par Value ND
	ricted k Units	(2)	11/05/2012		A	23,	,878		11/05/2013(2)	11/05/2016 <u>(2)</u>	Common Stock \$.01 Par Value ND

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BALDWIN ROBERT 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

X

CHIEF DESIGN & CONST OFFICER

## **Signatures**

/s/ Andrew Hagopian III, Attorney-In-Fact

11/07/2012

\*\*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).
  - Performance Share Units ("PSUs") granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Vesting Date"), relative to a target price of \$13.37 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM
- (1) Resorts common stock over the 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Vesting Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the Vesting Date per PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Vesting Date per PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Vesting Date.
- (2) Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2013 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such

Reporting Owners 2

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criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.

Note: File three copies of this Form, one of which must be manually signed. If space 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.