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McManus John									
Form 4 November 07, 20)12								
								OMB A	PPROVAL
FORM 4	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed put Section 17(MENT OF rsuant to S (a) of the I 30(h)	Estimated burden hou response	urs per					
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> McManus John			2. Issuer Name and Ticker or Trading Symbol MGM Resorts International [MGM]			5. Relationship of Reporting Person(s) to Issuer[Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)		
3600 LAS VEGAS BLVD. SOUTH			(Month/Day/Year) 11/05/2012			Director 10% Owner X Officer (give title Other (specify below) below) EVP GENERAL COUNSEL AND SECY			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 			
LAS VEGAS, N	IV 89109						Person	More than One K	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report of	n a senarate lin	e for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly		
Kenninder, Keport o	n a separate fille			unites belle	Perso inform requir	ns who rest ation cont ed to respo ys a curre	spond to the colle ained in this form and unless the fo ntly valid OMB co	n are not rm	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	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	Transacti	Derivative	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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Units	<u>(1)</u>	11/05/2012		A	25,243	11/05/2015 <u>(1)</u>	11/05/2015 <u>(1)</u>	Common Stock \$.01 Par Value ND
Restricted Stock Units	(2)	11/05/2012		А	8,357	11/05/2013 <u>(2)</u>	11/05/2016 <u>(2)</u>	Common Stock \$.01 Par Value ND

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
McManus John 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109			EVP GENERAL COUNSEL AND SECY				
Signatures							
/s/ Andrew Hagopian III, Attorney-In-Fact	11/07/2012						
**Signature of Reporting Person	Date						
Explanation of Responses:							

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 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

- (1) Resorts common stock over the 60-catendar-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

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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.