MGM Resorts International

Form 4

ND

December 04, 2013

FORM	IΔ							OMB AF	PPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287		
Check th								Expires:	January 31,	
if no long subject to Section 1 Form 4 c	STATEMEN 16.	Γ OF CHAN	CHANGES IN BENEFICIAL OWN SECURITIES				ERSHIP OF	Estimated average burden hours per response 0.5		
Form 5 obligatio may contain See Instruction 1(b).	tinue. Section 17(a) of		Itility Hol	ding Cor	mpan	y Act of	1935 or Section	·		
(Print or Type l	Responses)									
1. Name and Address of Reporting Person *  JAMES PHYLLIS			Issuer Name and Ticker or Trading  Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)		MGM Resorts International [MGM] 3. Date of Earliest Transaction (Month/Day/Year) 12/04/2013				(Check all applicable)				
3600 LAS V	(Month/					Director 10% Owner Other (specify below)  EVP SPECIAL COUNSEL-LITIGATION				
	(Street)		endment, Day/Year	_	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo	ne Reporting Per	rson	
LAS VEGA	AS, NV 89109						Person	ore man One Re	porting	
(City)	(State) (Zip)	Tab	ole I - Non-I	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution any	· · · · · · · · · · · · · · · · · · ·			ispose 4 and	equired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A) or	ъ.	Transaction(s) (Instr. 3 and 4)			
Common Stock \$.01 Par Value ND	12/04/2013		M M	Amount 5,500		Price	15,019	D		
Common Stock \$.01 Par Value ND	12/04/2013		F	3,855	D	\$ 19.62	11,164	D		
Common Stock \$.01 Par Value	12/04/2013		S	1,645	D	\$ 19.624	9,519	D		

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

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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. Transactic Code (Instr. 8)	5. Number Doof 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	Amoun or Number of Shares
Employee Stock Appreciation Rights	\$ 11.54 (1)	12/04/2013		M	5,500	10/05/2010(1)	(2)	Common Stock \$.01 Par Value ND	5,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAMES PHYLLIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

**EVP SPECIAL COUNSEL-LITIGATION** 

## **Signatures**

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

12/04/2013

\*\*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) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to recieve, following vesting, one share of Common Stock.
- (2) RSUs do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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