MGM Resorts International

Form 4 June 09, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

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. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HERNANDEZ ROLAND A (Last) (First) (Middle) 3600 LAS VEGAS BLVD. SOUTH (Street)		2. Issuer Name and Ticker or Trading Symbol MGM Resorts International [MGM] 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2014 4. If Amendment, Date Original Filed(Month/Day/Year)					(Check all applicable) X Director 10% Owner Officer (give title below) 6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting Person				
LAS VEGA							Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	d (A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock \$.01 Par Value ND	06/05/2014			M	9,485	A	\$0	24,448	D		
Common Stock \$.01 Par Value ND								1,000	I	Roland Hernandez Sep Retirement Account	
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											

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)	Execution Date, if TransactionDerivative Expiration ny Code Securities (Month/E		6. Date Exercisab 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	Amour or Number of Shares
Restricted Stock Units	<u>(1)</u>	06/05/2014		A	5,896		06/05/2015(2)	<u>(3)</u>	Common Stock \$.01 Par Value ND	5,890
Restricted Stock Units	(1)	06/05/2014		M		9,485	06/12/2014(4)	<u>(3)</u>	Common Stock \$.01 Par Value ND	9,485

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HERNANDEZ ROLAND A
3600 LAS VEGAS BLVD. SOUTH X

LAS VEGAS, NV 89109

Signatures

/s/ Andrew Hagopian III, Attorney-In-Fact 06/09/2014

**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) Restricted Stock Units (RSUs) granted under MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock.

(2)

Reporting Owners 2

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The RSUs will vest upon the earlier of (i) June 5, 2015 or (ii) the date of the Company's next annual meeting of stockholders, in each case subject to the terms of the Plan and applicable award agreement.

- (3) RSUs do not have an expiration date.
 - The RSUs will vest upon the earlier of (i) June 12, 2014 or (ii) the date of the Company's next annual meeting of stockholders, in each
- (4) case subject to the terms of the Plan and applicable award agreement. The RSUs accordingly vested on the date of the issuer's annual meeting, June 5, 2014.

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.