

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**
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REPORTING OWNER

McManus John

CIK: **1440053**

Type: **4** | Act: **34** | File No.: **001-10362** | Film No.: **13851938**

Mailing Address

3950 LAS VEGAS BLVD, S.
2ND FLOOR CORPORATE
LEGAL
LAS VEGAS NV 89119

ISSUER

MGM Resorts International

CIK: **789570** | IRS No.: **880215232** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address

3600 LAS VEGAS BLVD S.
LAS VEGAS NV 89109

Business Address

3600 LAS VEGAS BLVD S
LAS VEGAS NV 89109
702-693-7120

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP GENERAL COUNSEL AND SECY	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013			
3600 LAS VEGAS BLVD. SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) LAS VEGAS, NV 89109						
(City)	(State)	(Zip)				

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock \$.01 Par Value ND	05/15/2013		<u>S</u>		3,000	D	\$15.77 ⁽¹⁾	2,684	D	
Common Stock \$.01 Par Value ND	05/15/2013		<u>M</u>		6,562	A	\$ 0	9,246	D	
Common Stock \$.01 Par Value ND	05/15/2013		<u>E</u>		4,337	D	\$15.44	4,909	D	
Common Stock \$.01 Par Value ND	05/16/2013		<u>S</u>		2,225	D	\$15.52	2,684	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Appreciation Rights	\$8.23	05/15/2013		<u>M</u>		6,562		10/03/2012	10/03/2018	Common Stock \$.01 Par Value ND	6,562	\$ 0	19,688	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.76 to \$15.77, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

Signatures

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

** Signature of Reporting Person

05/16/2013

Date

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

* 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).

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

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 Number.