

MGM Resorts International
 Form 4
 November 09, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS COREY IAN

(Last) (First) (Middle)

3600 LAS VEGAS BLVD., S.

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

3. Date of Earliest Transaction (Month/Day/Year)

11/05/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

CHIEF OPERATING OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock \$.01 Par Value ND	11/05/2015		M		40,000 A \$ 0	74,762	D
Common Stock \$.01 Par Value ND	11/05/2015		F		23,968 D \$ 24.07	50,794	D
Common Stock \$.01 Par Value ND	11/05/2015		S		16,032 D \$ 24 (1)	34,762	D

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Common Stock \$.01 Par Value ND	11/05/2015	M	5,969	A	\$ 0	40,731	D	
Common Stock \$.01 Par Value ND	11/05/2015	F	2,504	D	\$ 23.91	38,227	D	
Common Stock \$.01 Par Value ND	11/05/2015	M	<u>113,073</u> (2)	A	\$ 0	151,300	D	
Common Stock \$.01 Par Value ND	11/05/2015	F	47,435	D	\$ 23.91	103,865	D	
Common Stock \$.01 Par Value ND						11,474	I	By CIS Trust

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

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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)	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Appreciation Rights	\$ 7.45	11/05/2015		M	40,000	08/03/2010 ⁽³⁾ 08/03/2016	Common Stock \$.01 Par Value ND
Restricted Stock Units	⁽⁴⁾	11/05/2015		M	5,969	11/05/2013 ⁽⁴⁾ 11/05/2016 ⁽⁴⁾	Common Stock

