

MGM Resorts International
 Form 4
 March 10, 2016

FORM 4

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

OMB APPROVAL

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

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 *
JAMES PHYLLIS

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)
3600 LAS VEGAS BLVD. SOUTH
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
03/10/2016

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
EVP SPECIAL COUNSEL-LITIGATION

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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	(D)	Price
Common Stock \$.01 Par Value ND	03/10/2016		M		26,250	A	\$ 0
Common Stock \$.01 Par Value ND	03/10/2016		F		14,919	D	\$ 20.28
Common Stock \$.01 Par Value ND	03/10/2016		S		11,331	D	\$ 20.2923 <u>(1)</u>

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Common Stock \$.01 Par Value ND	03/10/2016	M	22,500	A	\$ 0	33,195	D
Common Stock \$.01 Par Value ND	03/10/2016	F	15,311	D	\$ 20.28	17,884	D
Common Stock \$.01 Par Value ND	03/10/2016	S	7,189	D	\$ 20.3107 (2)	10,695	D

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

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(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. 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Appreciation Rights	\$ 8.23	03/10/2016		M	26,250	10/03/2012 10/03/2018	Common Stock \$.01 Par Value ND	26,250
Employee Stock Appreciation Rights	\$ 11.36	03/10/2016		M	22,500	10/04/2011 10/04/2017	Common Stock \$.01 Par Value ND	22,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

03/10/2016

__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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.29 to \$20.30, 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.31 to \$20.32, 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.

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

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