

SCOTT WILLIAM MAXWELL IV  
Form 4  
October 05, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
SCOTT WILLIAM MAXWELL IV

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP CORP STRATEGY & SPEC CNSL

(Last) (First) (Middle)  
3600 LAS VEGAS BLVD., S.

3. Date of Earliest Transaction (Month/Day/Year)  
10/03/2012

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

(Street)  
LAS VEGAS, NV 89109

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

(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 Ownership (Instr. 4) |       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |
| Common Stock \$.01 Par Value ND | 10/03/2012                           | 10/03/2012   | M                              |   | 875   | A  | \$ 0                              | 1,426 | D |
| Common Stock \$.01 Par Value ND | 10/03/2012                           | 10/03/2012   | F <sup>(1)</sup>               |   | 232   | D  | \$ 10.57                          | 1,194 | D |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (2)  | 10/03/2012                           | 10/03/2012   | M                              | 875   | 10/03/2012 (3)   | Common Stock<br>\$.01 Par Value<br>ND                         | 875   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| SCOTT WILLIAM MAXWELL IV<br>3600 LAS VEGAS BLVD., S.<br>LAS VEGAS, NV 89109 |               |           |         | EVP CORP STRATEGY & SPEC CNSL |

## Signatures

Francine A. Vazquez,  
Attorney-In-Fact

10/05/2012

\*\*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) Represents shares of common stock of MGM Resorts International (the "Common Stock") to satisfy the tax withholding obligations upon vesting of the 875 Restricted Stock Units ("RSUs").
- (2) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock. The RSUs vest in four equal annual installments commencing on October 3, 2012.
- (3) 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.

## Edgar Filing: SCOTT WILLIAM MAXWELL IV - Form 4

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.