

MGM Resorts International
 Form 4
 March 03, 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 *
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)

03/01/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock \$.01 Par Value ND	03/01/2016		M		54,033	A	\$ 0
Common Stock \$.01 Par Value ND	03/01/2016		F		29,401	D	\$ 19.9819
Common Stock \$.01 Par Value ND	03/01/2016		S		24,632	D	\$ 19.9819 <u>(1)</u>

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Common Stock \$.01 Par Value ND	03/02/2016	M	25,967	A	\$ 0	129,832	D	
Common Stock \$.01 Par Value ND	03/02/2016	F	14,140	D	\$ 20.08	115,692	D	
Common Stock \$.01 Par Value ND	03/02/2016	S	11,827	D	\$ 20.2111 <u>(2)</u>	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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Appreciation Rights	\$ 7.45	03/01/2016		M	54,033	08/03/2010 ⁽³⁾ 08/03/2016	Common Stock \$.01 Par Value ND
Employee Stock Appreciation Rights	\$ 7.45	03/02/2016		M	25,967	08/03/2010 ⁽³⁾ 08/03/2016	Common Stock \$.01 Par Value ND

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS COREY IAN 3600 LAS VEGAS BLVD., S. LAS VEGAS, NV 89109			CHIEF OPERATING OFFICER	

Signatures

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

03/03/2016

__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).

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.98 to \$19.99, 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.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.18 to \$20.23, 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.

(3) Stock Appreciation Rights (SARs) granted under the MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan (the "2005 Plan"). The SARs will vest in four equal installments beginning on August 3, 2010.

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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