

McManus John
Form 4
October 10, 2017

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 *
McManus John

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(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)

10/05/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
EVP GENERAL COUNSEL AND SECY

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock \$.01 Par Value ND	10/05/2017		M		2,942	A	\$ 0 45,009	D
Common Stock \$.01 Par Value ND	10/05/2017		F		1,235	D	\$ 30.9 43,774	D
Common Stock \$.01 Par Value ND	10/06/2017		M		1,994	A	\$ 0 45,768	D

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Common Stock \$.01 Par Value ND	10/06/2017	F	838	D	\$ 30.81	44,930	D
Common Stock \$.01 Par Value ND	10/06/2017	M	<u>31,284</u> ⁽¹⁾	A	\$ 0	76,214	D
Common Stock \$.01 Par Value ND	10/06/2017	F	13,124	D	\$ 30.81	63,090	D
Common Stock \$.01 Par Value ND	10/07/2017	M	2,149	A	\$ 0	65,239	D
Common Stock \$.01 Par Value ND	10/07/2017	F	902	D	\$ 30.81	64,337	D

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	10/05/2017		M	2,942	10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	2,942
Restricted Stock Units	<u>(2)</u>	10/06/2017		M	1,994	10/06/2015	10/06/2018	Common Stock	1,994

