MURREN JAMES

Form 4

Common

Stock \$.01

Par Value

ND

December 18, 2018

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **MURREN JAMES** Issuer Symbol MGM Resorts International [MGM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 3600 LAS VEGAS BLVD. SOUTH 12/14/2018 below) below) CHAIRMAN & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAS VEGAS, NV 89109 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock \$.01 625,019 D Par Value ND Common By Grantor Stock \$.01 Retained 481,960 Ι Par Value Annuity ND Trust

By spousal

limited

access

trusts

175,329

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

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SEC 1474

(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 or 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 Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Restricted Stock Units	(1)	12/14/2018		A	75.2154	10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	75.2
Restricted Stock Units	(3)	12/14/2018		A	355.3646	<u>(3)</u>	<u>(3)</u>	Common Stock \$.01 Par Value ND	355.
Restricted Stock Units	<u>(1)</u>	12/14/2018		A	120.7619	10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	120.
Restricted Stock Units	<u>(1)</u>	12/14/2018		A	252.2177	11/14/2018	11/14/2021	Common Stock \$.01 Par Value ND	252.
Restricted Stock Units	<u>(4)</u>	12/14/2018		A	160.8673	(5)	02/23/2021	Common Stock \$.01 Par Value ND	160.
Restricted Stock Units	<u>(6)</u>	12/14/2018		A	476.4898	10/19/2019	10/19/2022	Common Stock \$.01 Par Value ND	476.

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURREN JAMES 3600 LAS VEGAS BLVD. SOUTH

X

CHAIRMAN & CEO

Signatures

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

LAS VEGAS, NV 89109

12/18/2018

**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).
- Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan (the (1) "Plan"). Each RSU represents the right to receive, following vesting, one share of common stock. Any fractional shares will be paid in cash upon settlement.
- (2) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common stock and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
 - RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock. The RSUs cliff vest on December 31, 2021, with delivery automatically deferred until Mr. Murren's separation from the Company (unless such separation is determined to have been for Employer's Good Cause, as defined in his employment agreement), and are subject to automatic forfeiture in the event of Mr. Murren's termination for any reason prior to December 31, 2021.
- RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock. Any fractional shares will be paid in cash upon settlement.
- (5) The RSUs are fully vested. Delivery of shares will be made on the third anniversary of the grant date.
 - RSUs granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM
- (6) Resorts, during the six-month period ending on June 30, 2019 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.

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

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