#### Edgar Filing: JAMES PHYLLIS - Form 4

JAMES PH Form 4									
October 06,	ЛЛ								PPROVAL
	UNITED	STATES	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 d	ger STATEN 16.								January 31, 2005 average urs per . 0.5
Form 5 obligation may com <i>See</i> Insta 1(b).	tinue. Section 17	(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 1940		
(Print or Type	Responses)								
1. Name and JAMES PH	2. Issuer Name <b>and</b> Ticker or Trading Symbol MGM Resorts International [MGM]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	(Middle)	3. Date of Earliest Transaction			(Check all applicable)			
3600 LAS	(Month/Day/Year) 10/04/2010				Director 10% Owner X Officer (give title Other (specify below) below) EVP SPECIAL COUNSEL-LITIGATION				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAS VEGA	AS, NV 89109							More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)
Reminder: Re	port on a separate lin	e for each cl	ass of sec						
					Perso	ons who res	spond to the colle tained in this form	n are not	SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of
Employee Stock Appreciation Rights	\$ 11.36	10/04/2010	10/04/2010	А	22,500	10/04/2011 <u>(1)</u>	10/04/2017	Common Stock \$.01 Par Value ND	2:
Restricted Stock Units	(2)	10/04/2010	10/04/2010	А	3,000	10/04/2011	<u>(3)</u>	Common Stock \$.01 Par Value ND	3

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
JAMES PHYLLIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109			EVP SPECIAL COUNSEL-LITIGATION			
Signatures						
Troy McHenry, Attorney-In-Fact	10/06/20	)10				

\*\*Signature of Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock Appreciation Rights (SARs) granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). The SARs will vest in four equal annual installments beginning on October 4, 2011.

Restricted Stock Units (RSUs) granted under the Plan. Each RSU represents the right to receive, following vesting, one share of common stock. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of

- (2) MGM Resorts International. Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on October 4, 2011.
- (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. 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.