D'ARRIGO DANIEL

Form 4

September 13, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Stock \$.01

Par Value ND

09/10/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * D'ARRIGO DANIEL			2. Issuer Name and Ticker or Trading Symbol MGM Resorts International [MGM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	Middle)	3. Date of	Earliest	Tra	ansaction					
3600 LAS V	/EGAS BLVD. S	SOUTH	(Month/D 09/10/20	-					DirectorX Officer (give below) EXECUTIVE V	e titleOthe	Owner or (specify NT & CFO
	(Street)		4. If Amer	ndment,	Dat	e Origina	1		6. Individual or Jo	oint/Group Filin	g(Check
LAS VEGA	S, NV 89109		Filed(Mon	th/Day/Y	ear)	_			Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Table	e I - Non	ı-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securi n(A) or Di (Instr. 3,	(A) or	d of (D) 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)	
Common Stock \$.01 Par Value ND	09/10/2011	09/10/2	2011	M	V	Amount 3,471	(D)	Price	16,193	D	
Common											

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

 $F^{(1)}$

919

D

09/10/2011

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

D

15,274

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Underlying (Instr. 3 an	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	09/10/2011	09/10/2011	M		3,471	09/10/2011	(3)	Common Stock \$.01 Pan Value ND
Employee Stock Appreciation Rights	\$ 10.32	09/12/2011	09/12/2011	A	350,000		09/12/2012(4)	09/12/2018	Common Stock \$.01 Pan Value ND

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

D'ARRIGO DANIEL 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

EXECUTIVE VICE PRESIDENT & CFO

Signatures

Francine A. Vazquez, Attorney-In-Fact 09/13/2011

**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 3,471 Restricted Stock Units ("RSUs").
- (2) Each RSU represents the right to receive, following vesting, one share of Common Stock.
- (3) RSUs do not have an expiration date.

(4)

Reporting Owners 2

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Stock Appreciation Rights (SARs) granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. The SARs will vest in four equal annual installments beginning on September 12, 2012.

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.