MGM Resorts International

Form 4 June 02, 2016

FORM 4

Check this box

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB

Number:

3235-0287 January 31,

0.5

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

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).

ND

(Print or Type Responses)

1. Name and Address of Reporting Person * Mckinney-James Rose		suer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer								
	MGN	M Resorts International [MGM	(Check all applicable)								
(Last) (First)	(Middle) 3. Date	e of Earliest Transaction	•••								
3600 LAS VEGAS BL		h/Day/Year) 1/2016	X Director 10% Owner Officer (give title Other (specify below)								
(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check								
LAS VEGAS, NV 891	Filed(1	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of 2. Transaction Security (Month/Day/Y	Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially Form: (Instr. 4) Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)								
Common Stock \$.01 Par 06/01/2016 Value ND		S 2,948 D \$ 23.33	2 100 D								
Common Stock \$.01 Par Value			Energy Works, LLC 401(k) p/s 880 I Plan, Rose McKinney-James								

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

Trustee

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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	2.	3. Transaction Date (Month/Day/Year)		4. 5. TransactionNumber		6. Date Exercisable and		7. Title and Amount of		
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock \$.01 Par Value ND	32,877	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mckinney-James Rose 3600 LAS VEGAS BLVD. SOUTH X LAS VEGAS, NV 89109

Signatures

/s/ Andrew Hagopian III, Attorney-In-Fact 06/02/2016

**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).
- Represents Deferred Stock Units under the MGM Resorts International Deferred Compensation Plan for Non-Employee Directors. Each

 (1) Deferred Stock Unit is the economic equivalent of one share of common stock. The Deferred Stock Units become payable upon the reporting person's temination of service as a Director.

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.

Reporting Owners 2

Derivative Security (Instr. 5)

Price of