

MURREN JAMES  
Form 4  
December 18, 2018

**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 \*  
MURREN JAMES

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)  
3600 LAS VEGAS BLVD. SOUTH  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHAIRMAN & CEO

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D) Price			
Common Stock \$.01 Par Value ND					625,019	D	
Common Stock \$.01 Par Value ND					481,960	I	By Grantor Retained Annuity Trust
Common Stock \$.01 Par Value ND					175,329	I	By spousal limited access trusts

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

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(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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
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		(3)	(3)	Common Stock \$.01 Par Value ND	355.
Restricted Stock Units	(1)	12/14/2018		A		120.7619		10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	120.
Restricted Stock Units	(1)	12/14/2018		A		252.2177		11/14/2018	11/14/2021	Common Stock \$.01 Par Value ND	252.
Restricted Stock Units	(4)	12/14/2018		A		160.8673		(5)	02/23/2021	Common Stock \$.01 Par Value ND	160.
Restricted Stock Units	(6)	12/14/2018		A		476.4898		10/19/2019	10/19/2022	Common Stock \$.01 Par Value ND	476.

