WOLZINGER MELVIN

Form 4 July 16, 2010

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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 * **WOLZINGER MELVIN**

Symbol

2. Issuer Name and Ticker or Trading

MGM Resorts International [MGM]

Issuer

below)

(Last)

(City)

(Instr. 3)

(First)

3600 LAS VEGAS BLVD. SOUTH

(Street)

(Middle)

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

06/15/2010

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Applicable Line)

X Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAS VEGAS, NV 89109

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Transaction(s)

Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

(9-02)

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 Amoun |
|-------------|-------------|---------------------|--------------------|-----------------------|--------------|-------------------------|--------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | Underlying Securit |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr 3) | Price of | | (Month/Day/Year) | (Instr 8) | Acquired (A) | | |

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) Expiration Title (D) Date Amo Exercisable Date or Num of Sh Common Stock Stock

Stock
Appreciation \$ 12.57 06/15/2010 06/15/2010 A 20,000
Rights

Common Stock

Stock

06/15/2011 06/15/2017 \$.01 Par 20,000

Value

ND

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WOLZINGER MELVIN
3600 LAS VEGAS BLVD. SOUTH X
LAS VEGAS, NV 89109

Signatures

Troy McHenry, 07/16/2010 Attorney-In-Fact

**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) Stock Appreciation Rights (SARs) granted under MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. The SARs will vest in four equal annual installments beginning on June 15, 2011.

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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