SCOTT WILLIAM MAXWELL IV

Form 4

October 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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obligations

Check this box

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

may continue.

See Instruction

See Instruction

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person **
SCOTT WILLIAM MAXWELL IV

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

3600 LAS VEGAS BLVD., S.

MGM Resorts International [MGM]

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

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

10/04/2010

_ Director _____ 10% Owner

(Check all applicable)

__X__ Officer (give title ____ Other (specify below)

EVP CORP STRATEGY & SPEC CNSL

(Street)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

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

(State)

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price (Inst.

(Instr. 3, 4 and 5)

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

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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 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 **Transaction**Derivative **Expiration Date** Underlying Secu Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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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	or No
Employee Stock Appreciation Rights	\$ 11.36	10/04/2010	10/04/2010	A	22,500	10/04/2011(1)	10/04/2017	Common Stock \$.01 Par Value ND	2
Restricted Stock Units	<u>(2)</u>	10/04/2010	10/04/2010	A	3,000	10/04/2011	(3)	Common Stock \$.01 Par Value ND	3

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCOTT WILLIAM MAXWELL IV 3600 LAS VEGAS BLVD., S. LAS VEGAS, NV 89109

EVP CORP STRATEGY & SPEC CNSL

Signatures

Troy McHenry,
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 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 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.

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