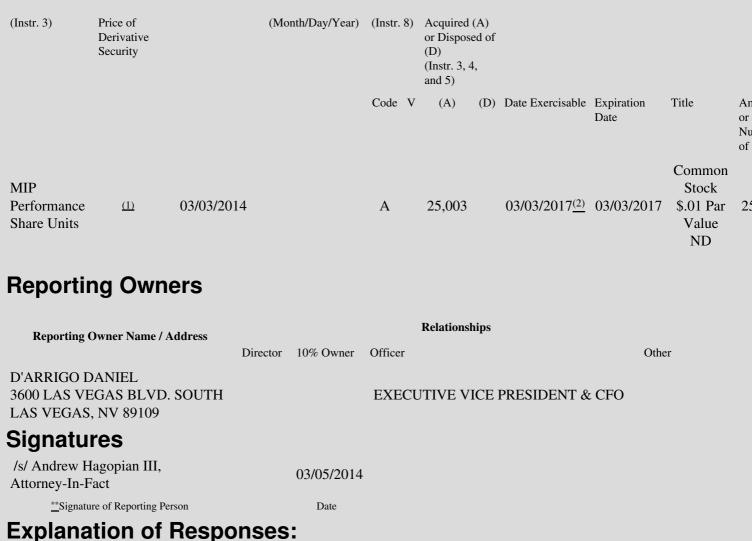
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MGM Resort Form 4 March 05, 20	s International									
FORM	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATEN 5. Filed put s Section 17(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 20(b) of the Investment Company Act of 1940								
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> 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) 3600 LAS VEGAS BLVD. SOUTH			3. Date of Earliest Transaction(Month/Day/Year)03/03/2014				Director 10% Owner X Officer (give title Other (specify below) below) EXECUTIVE VICE PRESIDENT & CFO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
LAS VEGAS	5, NV 89109						Person	More than One R	eporung	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	rt on a separate line	e for each cla	uss of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp ys a curre	or indirectly. spond to the collectained in this form ond unless the for ntly valid OMB con	are not m	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	2.	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	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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* 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).

Management Incentive Plan Performance Share Units ("MIP PSUs") granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan and the Second Amended and Restated Annual Performance-Based Incentive Plan for Executive Officers, pursuant to MGM Resorts' Form of Performance Share Units Agreement (Bonus Payout). Each MIP PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Performance End Date"), relative to a target price of \$31.72 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM Resorts common stock over the

(1) 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Performance End Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the Performance End Date per MIP PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Performance End Date per MIP PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Performance End Date. MIP PSUs shall not be subject to forfeiture in the event that the participant's employment terminates for any reason.

(2) MIP PSUs become payable following the earlier of (i) a change in control or (ii) the Performance End Date of March 3, 2017.

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.