

MGM Resorts International  
 Form 3  
 June 18, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â HORNBUCKLE WILLIAM                      |         | (Month/Day/Year)                     | MGM Resorts International [MGM]  |  |
| (Last)                                    | (First) | (Middle)                             | 06/15/2010   |  |
| 3950 LAS VEGAS BLVD., S.                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| LAS VEGAS,Â NVÂ 89119                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Chief Marketing Officer  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock \$.01 Par Value ND | 8,144   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                                    |               |            | Shares   |          | (I)<br>(Instr. 5) |   |
|------------------------------------|---------------|------------|--|----------|-------------------|---|
| Emp Stk Option (Right to Buy)      | Â (1)         | 05/02/2012 | Common Stock<br>\$01 Par Value ND<br>235,000 (1) | \$ 34.05 | D                 | Â |
| Employee Stock Appreciation Rights | 08/03/2010(2) | 08/03/2016 | Common Stock<br>\$01 Par Value ND<br>225,000 (2) | \$ 7.45  | D                 | Â |
| Employee Stock Appreciation Rights | 10/06/2010(3) | 10/06/2015 | Common Stock<br>\$01 Par Value ND<br>37,500 (3)  | \$ 19    | D                 | Â |
| Restricted Stock Units             | 10/06/2010(4) | Â (5)      | Common Stock<br>\$01 Par Value ND<br>2,813       | \$ (5)   | D                 | Â |
| Restricted Stock Units             | 02/04/2011(6) | Â (5)      | Common Stock<br>\$01 Par Value ND<br>15,642      | \$ (5)   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| HORNBUCKLE WILLIAM<br>3950 LAS VEGAS BLVD., S.<br>LAS VEGAS, NV 89119 | Â             | Â         | Â Chief Marketing Officer | Â     |

## Signatures

Troy McHenry,  
Attorney-In-Fact

06/18/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options granted under the MGM MIRAGE 1997 Nonqualified Stock Option Plan. Options have fully vested and are exercisable until May 2, 2012.
- (2) Stock Appreciation Rights (SARs) granted under the MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan (the "2005 Plan"). The SARs will vest in four equal installments beginning on August 3, 2010.
- (3) SARs granted under the 2005 Plan. SARs representing 9,375 shares have fully vested. The remaining SARs will vest in three equal installments beginning on October 6, 2010.
- (4)

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Restricted Stock Units (RSUs) granted under the 2005 Plan. RSUs representing 937 shares have fully vested. The remaining RSUs representing 2,813 shares will vest as follows: 938 RSUs on October 6, 2010; 937 RSUs on October 6, 2011; and 938 RSUs on October 6, 2012.

- (5) RSUs do not have an expiration date and each RSU represents the right to receive, following vesting, one share of Common Stock of the Company.
- (6) RSUs granted under the 2005 Plan. RSUs representing 10,429 shares have fully vested. The remaining RSUs will vest in three equal annual installments beginning on February 4, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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