

NORDLING CHRISTOPHER W  
 Form 3  
 December 19, 2011

**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	
NORDLING CHRISTOPHER W			12/09/2011		MGM Resorts International [MGM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
3600 LAS VEGAS BLVD., S.			(Check all applicable)			6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
LAS VEGAS, NV 89109			EVP OPERATIONS			
(City)	(State)	(Zip)				

**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	8,717	D	

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Emp Stk Option (Right to Buy)	02/27/2004 <sup>(1)</sup>	02/16/2013	Common Stock \$.01 Par Value ND	172,000	\$ 12.74	D	Â
Emp Stk Option (Right to Buy)	05/03/2006 <sup>(2)</sup>	05/02/2012	Common Stock \$.01 Par Value ND	160,000	\$ 34.05	D	Â
Employee Stock Appreciation Rights	10/06/2009 <sup>(3)</sup>	10/05/2015	Common Stock \$.01 Par Value ND	30,000	\$ 19	D	Â
Employee Stock Appreciation Rights	10/05/2010 <sup>(4)</sup>	10/05/2016	Common Stock \$.01 Par Value ND	30,000	\$ 11.54	D	Â
Employee Stock Appreciation Rights	10/04/2011 <sup>(5)</sup>	10/04/2017	Common Stock \$.01 Par Value ND	30,000	\$ 11.36	D	Â
Employee Stock Appreciation Rights	10/03/2012 <sup>(6)</sup>	10/03/2018	Common Stock \$.01 Par Value ND	30,000	\$ 8.23	D	Â
Restricted Stock Units	10/06/2009 <sup>(7)</sup>	Â <sup>(8)</sup>	Common Stock \$.01 Par Value ND	750	\$ 0	D	Â
Restricted Stock Units	10/05/2010 <sup>(9)</sup>	Â <sup>(8)</sup>	Common Stock \$.01 Par Value ND	2,000	\$ 0	D	Â
Restricted Stock Units	10/04/2011 <sup>(10)</sup>	Â <sup>(8)</sup>	Common Stock \$.01 Par Value ND	3,000	\$ 0	D	Â
Restricted Stock Units	10/03/2012 <sup>(11)</sup>	Â <sup>(8)</sup>	Common Stock \$.01 Par Value ND	4,000	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDLING CHRISTOPHER W 3600 LAS VEGAS BLVD., S. LAS VEGAS, NV 89109	Â	Â	Â EVP OPERATIONS	Â

## Signatures

Andrew Hagopian, III,  
Attorney-In-Fact

12/19/2011

\_\_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) Fully vested employee stock options granted under MGM Resorts International 1997 Nonqualified Stock Option Plan.
- (2) Fully vested employee stock options granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan.
- (3) Stock Appreciation Rights granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. 22,500 of these SARs have vested. The remaining 7,500 SARs are scheduled to vest on October 6, 2012.
- (4) Stock Appreciation Rights granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. 15,000 of these SARs have vested. Half of the remaining 15,000 SARs are scheduled to vest on each of October 5, 2012 and October 5, 2013.
- (5) Stock Appreciation Rights granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. 7,500 of these SARs have vested. The remaining 22,500 SARs are scheduled to vest in equal installments of 7,500 SARs on each of October 4, 2012, October 4, 2013, and October 4, 2014.
- (6) Stock Appreciation Rights granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. None of these SARs have vested. 7,500 SARs are scheduled to vest on each of October 3, 2012, October 3, 2013, October 3, 2014 and October 3, 2015.
- (7) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock. The 750 RSUs are scheduled to vest on October 6, 2012.
- (8) RSUs do not have an expiration date.
- (9) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock. 1,000 RSUs are scheduled to vest on each of October 5, 2012 and October 5, 2013.
- (10) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock. 1,000 RSUs are scheduled to vest on each of October 4, 2012, October 4, 2013 and October 4, 2014.
- (11) RSUs granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock. 1,000 RSUs are scheduled to vest on each of October 3, 2012, October 3, 2013, October 3, 2014 and October 3, 2015.

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.