KERKORIAN KIRK

Form 4 May 15, 2013

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

Estimated average **SECURITIES**

burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * TRACINDA CORP

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MGM Resorts International [MGM]

(Check all applicable)

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

Director 10% Owner Other (specify Officer (give title

150 SOUTH RODEO DRIVE, **SUITE 250**

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

05/09/2013

Applicable Line)

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

(Instr. 4)

below)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(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) or

Reported Transaction(s)

(Instr. 3, 4 and 5)

(Instr. 3 and 4) Code V Amount (D) Price

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Amou Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secur Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Disp	nired (A) or osed of (D) r. 3, 4, and				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Employee Stock Appreciation Rights (1)	\$ 5	05/09/2013		J <u>(1)</u>			100,000	02/01/2010	01/31/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
. J	Director	10% Owner	Officer	Other		
TRACINDA CORP 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212		X				
KERKORIAN KIRK 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212		X				

Signatures

/s/ Anthony L Mandekic, Secretary/Treasurer, on behalf of Tracinda	
Corporation	05/15/2013
**Signature of Reporting Person	Date
/s/ Anthony L Mandekic, Attorney in Fact for Kirk Kerkorian	05/15/2013
**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).
- Cash settlement of stock appreciation rights granted by Tracinda Corporation, which is wholly owned by Kirk Kerkorian, based upon the difference between the weighted average price per share of the Common Stock, as reported on the NYSE on May 9, 2013 and the exercise price.

Remarks:

Power of Attorney, dated February 13, 2008, previously filed as Exhibit 3 to a Schedule 13D filed by the Reporting Person on 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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