JAMES PHYLLIS

Form 4

December 01, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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if no longer subject to Section 16. Form 4 or

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Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			MGM	kesoris in	ternational [MGM]		(Check	all applicable	:)		
(Last)	(First)	(Middle)	3. Date o	f Earliest Tr	ransaction						
			(Month/I	Day/Year)			Director	10%			
3600 LAS	VEGAS BLVD.	SOUTH	11/29/2	017			X Officer (give low) CHIEF DIV &	below)	` • •		
	(Street)		4. If Amo	endment, Da	te Original	6.	Individual or Joi	int/Group Filin	g(Check		
			Filed(Mo	nth/Day/Year)		pplicable Line) _ Form filed by O	ne Reporting Pe	rson		
LAS VEGA	AS, NV 89109						Form filed by M	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-D	Perivative Securities Ac	equire	ed, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Da	te 2A. Deen	ned	3.	4. Securities Acquired ((A)	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year) Execution	n Date, if	Transactio	mr Disposed of (D)		Securities	Ownership	Indirect		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	`			
Common Stock \$.01 Par Value ND	11/29/2017		S	19,149	D	\$ 33.636 (1)	8,961	D		

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

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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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

JAMES PHYLLIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

CHIEF DIV & CORP RESP OFFICER

Signatures

/s/ Andrew Hagopian III, Attorney-In-Fact

12/01/2017

**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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.60 to \$33.70, (1) inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and

Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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