

MGM MIRAGE  
Form 4  
February 21, 2008

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POPEIL RONALD**

(Last) (First) (Middle)

**3600 LAS VEGAS BLVD. SOUTH**

(Street)

**LAS VEGAS, NV 89109**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MGM MIRAGE [MGM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/20/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock \$.01<br>Par Value<br>ND | 02/20/2008                              | 02/20/2008                                                  | P                                    | 2,000                                                                   | A \$<br>64.16                                                                                                      | 63,150                                                               | D                                                                 |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                         | 925 <sup>(1)</sup>                                                                                                 | I                                                                    | Custodian<br>for Asher<br>Gantman                                 |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                         | 650 <sup>(2)</sup>                                                                                                 | I                                                                    | Custodian<br>for<br>Contessa<br>Popeil                            |

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|                                          |                      |   |                                         |
|------------------------------------------|----------------------|---|-----------------------------------------|
| Common<br>Stock \$.01<br>Par Value<br>ND | 825 <sup>(3)</sup>   | I | Custodian<br>for<br>Valentina<br>Popeil |
| Common<br>Stock \$.01<br>Par Value<br>ND | 1,050 <sup>(4)</sup> | I | Custodian<br>for Nicole<br>Stairs       |
| Common<br>Stock \$.01<br>Par Value<br>ND | 1,050 <sup>(5)</sup> | I | Custodian<br>for Rachel<br>Gantman      |
| Common<br>Stock \$.01<br>Par Value<br>ND | 1,050 <sup>(6)</sup> | I | Custodian<br>for Isabella<br>Gantman    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 14.25                                                              |                                         |                                                             |                                         |                                                                                                                       | 05/13/2004                                                     | 05/13/2013         | Common<br>Stock<br>\$.01 Par<br>Value<br>ND                         | 10,000                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 17.075                                                             |                                         |                                                             |                                         |                                                                                                                       | 08/01/2001                                                     | 08/01/2010         | Common<br>Stock<br>\$.01 Par<br>Value                               | 18,000                              |

|                              |           |            |            |                                             |        |
|------------------------------|-----------|------------|------------|---------------------------------------------|--------|
| Stock Options (Right to buy) | \$ 17.075 | 05/01/2002 | 05/01/2011 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 9,000  |
| Stock Options (Right to buy) | \$ 20.11  | 05/07/2003 | 05/07/2012 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 10,000 |
| Stock Options (Right to buy) | \$ 21.445 | 05/11/2005 | 05/11/2014 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 10,000 |
| Stock Options (Right to buy) | \$ 34.05  | 05/03/2006 | 05/03/2012 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 15,000 |
| Stock Appreciation Rights    | \$ 45.64  | 05/09/2007 | 05/09/2013 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 20,000 |
| Stock Appreciation Rights    | \$ 79.98  | 05/22/2008 | 05/22/2014 | ND<br>Common Stock<br>\$.01 Par Value<br>ND | 20,000 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| POPEIL RONALD<br>3600 LAS VEGAS BLVD. SOUTH<br>LAS VEGAS, NV 89109 | X             |           |         |       |

## Signatures

Bryan L. Wright,  
Attorney-In-Fact

02/21/2008

\_\_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).
- (1) Shares acquired by reporting person as custodian for Asher Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (2) Shares acquired by reporting person as custodian for Contessa Popeil under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (3) Shares acquired by reporting person as custodian for Valentina Popeil under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (4) Shares acquired by reporting person as custodian for Nicole Stairs under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (5) Shares acquired by reporting person as custodian for Rachel Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (6) Shares acquired by reporting person as custodian for Isabella Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (7) Options granted under MGM MIRAGE 1997 Nonqualified Stock Option Plan. Vesting plan calls for options to become exercisable in equal 25% yearly amounts commencing on the first anniversary of the grant date.
- (8) Represents options regranted to the reporting person pursuant to the Company's 2001 Stock Option Exchange Program.
- (9) Stock Appreciation Rights (SARs) granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Vesting plan calls for SARs to become exercisable in equal 20% yearly amounts commencing on the first anniversary of the grant date.
- (10) SARs granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Vesting plan calls for SARs to become exercisable in equal 20% yearly amounts commencing on the first anniversary of the grant date.

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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