

MGM MIRAGE  
Form 4  
May 15, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAYLOR DANIEL J

(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)  
05/13/2008

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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|                           | Derivative Security    |            |            | Code | V | or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title                                 | Amount Number of Shares |
|---------------------------|------------------------|------------|------------|------|---|---|-----|------------------|-----------------|---------------------------------------|-------------------------|
|                           |                        |            |            |      |   | (A)                                     | (D) |                  |                 |                                       |                         |
| Stock Appreciation Rights | \$ 50.45<br><u>(1)</u> | 05/13/2008 | 05/13/2008 | A    |   | 20,000                                  |     | 05/13/2009       | 05/13/2015      | Common Stock<br>\$.01 Par Value<br>ND | 20,000                  |
| Stock Appreciation Rights | \$ 70.64               |            |            |      |   |   |     | 03/20/2008       | 03/20/2014      | Common Stock<br>\$.01 Par Value<br>ND | 20,000                  |
| Stock Appreciation Rights | \$ 79.98               |            |            |      |   |   |     | 05/22/2008       | 05/22/2014      | Common Stock<br>\$.01 Par Value<br>ND | 20,000                  |
| Stock Appreciation Rights | \$ 85.4                |            |            |      |   |   |     | 02/01/2008       | 02/01/2012      | Common Stock<br>\$.01 Par Value<br>ND | 40,000                  |

## Reporting Owners

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

## Signatures

Bryan L. Wright, Attorney  
In Fact 05/14/2008

\_\_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) 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.
- (2)

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Grant by Tracinda Corporation to the reporting person, who is an employee of Tracinda Corporation, of stock appreciation rights to receive cash with respect to 400,000 shares of common stock of MGM MIRAGE held by Tracinda Corporation as partial compensation for services to Tracinda Corporation. Vesting calls for 25% per year on February 1, 2008, 2009, 2010 and 2011. Ownership of the common stock is retained directly by Tracinda Corporation and indirectly by Kirk Kerkorian who owns all of the outstanding shares of common stock of Tracinda Corporation.

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.