Manzini Aldo Form 4 October 08, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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** 

OMB Number:

3235-0287

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January 31, 2005

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response...

0.5

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Manzini Aldo

(Last) (First) 2. Issuer Name and Ticker or Trading

Symbol

MGM MIRAGE [MGM]

3. Date of Earliest Transaction

(Month/Day/Year) 10/05/2009

3600 LAS VEGAS BLVD. SOUTH

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X\_ Officer (give title below) below)

EVP - Chief Admin Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

LAS VEGAS, NV 89109

(City)

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Middle)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

### Edgar Filing: Manzini Aldo - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Employee Stock Appreciation Rights	\$ 11.54	10/05/2009	10/05/2009	A	33,000	10/05/2010	10/05/2016	Common Stock \$.01 Par Value ND	33,0
Restricted Stock Units	\$ 0	10/05/2009	10/05/2009	A	4,400	10/05/2010	10/05/2016	Common Stock \$.01 Par Value ND	4,4

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Manzini Aldo

3600 LAS VEGAS BLVD. SOUTH EVP - Chief Admin Officer

LAS VEGAS, NV 89109

## **Signatures**

Troy McHenry,
Attorney-In-Fact

\*\*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) Stock Appreciation Rights (SARs) granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. The SARs will vest in four equal annual installments beginning on October 5, 2010.
- Restricted Stock Units (RSUs) granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM MIRAGE. Provided such criteria are met, the RSUs will vest in four equal 25% yearly amounts commencing on October 5, 2010.

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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