

MGM MIRAGE

Form 4

November 07, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBS GARY N

(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)
11/06/2006

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)
EVP, General Counsel & Secreta

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	M		100,000	A	\$ 16.6563	108,790	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S		6,800	D	\$ 45.03	101,990	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S		4,900	D	\$ 45.05	97,090	D

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Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	2,600	D	\$ 45.07	94,490	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	5,700	D	\$ 45.11	88,790	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	2,100	D	\$ 45.19	86,690	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	1,700	D	\$ 44.98	84,990	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	2,700	D	\$ 44.9	82,290	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	19,600	D	\$ 45.1	62,690	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	500	D	\$ 45.18	62,190	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	400	D	\$ 45.08	61,790	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	7,000	D	\$ 45	54,790	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	3,700	D	\$ 45.12	51,090	D
Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	100	D	\$ 44.93	50,990	D
	11/06/2006	11/06/2006	S	400	D	\$ 45.09	50,590	D

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11/06/2006	11/06/2006	S	1,400	D	\$ 45.13	49,190	D
11/06/2006	11/06/2006	S	14,700	D	\$ 45.14	34,490	D
11/06/2006	11/06/2006	S	2,600	D	\$ 44.95	31,890	D
11/06/2006	11/06/2006	S	7,100	D	\$ 45.21	24,790	D
11/06/2006	11/06/2006	S	100	D	\$ 45.15	24,690	D
11/06/2006	11/06/2006	S	5,000	D	\$ 44.94	19,690	D
11/06/2006	11/06/2006	S	200	D	\$ 45.2	19,490	D
11/06/2006	11/06/2006	S	1,400	D	\$ 45.22	18,090	D
11/06/2006	11/06/2006	S	1,400	D	\$ 45.17	16,690	D
11/06/2006	11/06/2006	S	400	D	\$ 44.96	16,290	D
11/06/2006	11/06/2006	S	1,000	D	\$ 45.23	15,290	D

Common
Stock
\$.01 Par
Value ND

Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	3,000	D	\$ 45.24	12,290	D
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Common Stock \$.01 Par Value ND	11/06/2006	11/06/2006	S	1,000	D	\$ 45.16	11,290	D
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Common Stock \$.01 Par Value ND							37,830 ⁽¹⁾	I	GRAT Gary Jacobs as Trustee
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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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Emp Stk Option (Right to Buy)	\$ 16.6563	11/06/2006	11/06/2006	M	100,000	06/01/2001 06/01/2010	Common Stock \$.01 Par Value ND	100,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS GARY N	X		EVP, General Counsel & Secreta	

3600 LAS VEGAS BLVD. SOUTH
LAS VEGAS, NV 89109

Signatures

Bryan L. Wright,
Attorney-In-Fact

11/07/2006

__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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust where the reporting person serves as trustee.
- (2) 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.

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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