

JACOBS GARY N

Form 4

November 28, 2005

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2005

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP, General Counsel & Secreta

(Street)

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

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

LAS VEGAS, NV 89109

(City) (State) (Zip)

**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)
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	M	30,000	A \$ 16.6563	85,733 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,000	D \$ 41.5	84,733 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	7,400	D \$ 41.45	77,333 <sup>(1)</sup>	D

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Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,000	D	\$ 41.44	76,333 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	10,200	D	\$ 41.4	66,133 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	700	D	\$ 41.38	65,433 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,900	D	\$ 41.39	62,533 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,100	D	\$ 41.36	60,433 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,300	D	\$ 41.3	58,133 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	400	D	\$ 41.32	57,733 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	200	D	\$ 41.33	57,533 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	100	D	\$ 41.34	57,433 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	700	D	\$ 41.37	56,733 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,000	D	\$ 41.42	55,733 <sup>(1)</sup>	D

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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 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 or Number of Shares
Emp Stk Option (Right to Buy)	\$ 16.6563	11/23/2005	11/23/2005	M		30,000		06/01/2001	06/01/2010	Common Stock \$.01 Par Value ND	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JACOBS GARY N 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X EVP, General Counsel & Secreta

## Signatures

Bryan L. Wright,  
Attorney-In-Fact  
11/23/2005  
Date

\*\*Signature of Reporting Person

## 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).
- 25,000 of the shares (on a post-split basis) are subject to certain restrictions contained in a Restricted Stock Agreement dated as of June 3, 2002 between MGM MIRAGE and the issuee of the shares, which restrictions terminate upon completion of four years of employment with the company from the date of the Agreement.
- (1) 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.
- (2)

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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