

JACOBS GARY N
Form 4
May 01, 2006

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 *
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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

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

LAS VEGAS, NV 89109

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S		1,100	D	\$ 44.53
					117,833	(1)	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S		200	D	\$ 44.43
					117,633	(1)	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S		8,900	D	\$ 44.33
					108,733	(1)	D

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Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	3,000	D	\$ 44.64	105,733 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	300	D	\$ 44.94	105,433 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	2,700	D	\$ 44.74	102,733 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	300	D	\$ 44.84	102,433 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	300	D	\$ 44.54	102,133 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	600	D	\$ 44.44	101,533 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	400	D	\$ 44.95	101,133 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,100	D	\$ 44.85	100,033 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	7,700	D	\$ 44.75	92,333 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	5,200	D	\$ 44.45	87,133 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,600	D	\$ 44.55	85,533 ⁽¹⁾	D
	05/01/2006	05/01/2006	S	1,000	D		84,533 ⁽¹⁾	D

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Common Stock \$.01 Par Value ND						\$ 44.86		
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	2,600	D	\$ 44.96	81,933 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,700	D	\$ 44.76	80,233 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	100	D	\$ 44.56	80,133 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	800	D	\$ 44.46	79,333 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	600	D	\$ 44.67	78,733 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	800	D	\$ 44.57	77,933 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,200	D	\$ 44.87	76,733 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,200	D	\$ 44.77	75,533 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,100	D	\$ 44.97	74,433 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,400	D	\$ 44.47	73,033 ⁽¹⁾	D
	05/01/2006	05/01/2006	S	100	D		72,933 ⁽¹⁾	D

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Common Stock \$.01 Par Value ND						\$ 44.37		
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	5,800	D	\$ 44.89	67,133 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	300	D	\$ 44.83	66,833 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	11,100	D	\$ 44.35	55,733 ⁽¹⁾	D

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

LAS VEGAS, NV 89109

Signatures

Bryan L. Wright,
Attorney-In-Fact

05/01/2006

 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).

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, (1) 2002 between MGM MIRAGE and the issue of the shares, which restrictions terminate upon completion of four years of employment with the company from the date of the Agreement.

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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