Edgar Filing: MGM MIRAGE - Form 4

Form 4 May 11, 2006								
							OMB APPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				OMB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or	er STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					January 31, 2005 average irs per 0.5	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a)) of the Public U	6(a) of the Securiti tility Holding Com vestment Company	pany Act c	of 1935 or Sectio	response		
(Print or Type R	esponses)							
	ddress of Reporting P EZ ROLAND A	Symbol	r Name and Ticker or T /IIRAGE [MGM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	f Earliest Transaction		(Clied	k an applicable	c)	
3600 LAS V	EGAS BLVD. SO	(Month/D OUTH 05/09/2	· · ·	_X_Director10% Owner Officer (give titleOther (specify below) below)				
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAS VEGAS	S, NV 89109					More than One R		
(City)	(State) (Z	Zip) Tabl	e I - Non-Derivative S	Securities Ac		f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock \$.01 Par Value ND			Code V Amount	(A) or(D) Price	Transaction(s) (Instr. 3 and 4)	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Stock Appreciation Rights	\$ 45.64	05/09/2006	05/09/2006	A	20,000	05/09/2007	05/09/2013	Common Stock \$.01 Par Value ND	20,0

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
HERNANDEZ ROLAND A 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	Х				
Signatures					
Bryan L. Wright, Attorney-In-Fact	05/11/2006				
**Signature of Reporting Person	Date				
Evaluation of Possanoos					

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 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.

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.