

MGM MIRAGE
Form 4
October 08, 2008

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 *
MURREN JAMES

(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)
10/06/2008

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)

PRESIDENT & COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock \$.01 Par Value ND | | | | | 222,454 | I | Murren Family Trust |
| Common Stock \$.01 Par Value ND | | | | | 22,870 | I | Acorn Partners, Lp - Murren Children's Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amou Nur Sha |
| Employee Stock Appreciation Rights | \$ 19 | 10/06/2008 | 10/06/2008 | A | 187,500 (1) | 10/06/2009 10/07/2015 | Common Stock \$.01 Par Value ND |
| Restricted Stock Units | \$ 19 | 10/06/2008 | 10/06/2008 | A | 18,750 (2) | 10/06/2009 10/06/2015 | Common Stock \$.01 Par Value ND |
| Emp Stk Option (Right to Buy) | \$ 34.05 | | | | | 05/03/2006 05/03/2012 | Common Stock \$.01 Par Value ND |
| Emp Stk Option (Right to Buy) | \$ 11.9375 | | | | | 12/13/2000 12/13/2009 | Common Stock \$.01 Par Value ND |
| Emp Stk Option (Right to Buy) | \$ 34.36 | | | | | 05/10/2006 05/10/2012 | Common Stock \$.01 Par Value ND |
| Emp Stk Option (Right to Buy) | \$ 12.74 | | | | | 02/27/2004 02/27/2013 | Common Stock \$.01 Par Value ND |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURREN JAMES 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | X | | PRESIDENT & COO | |

Signatures

John McManus,
Attorney-In-Fact

10/08/2008

__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 2005 Omnibus Incentive Plan. Vesting plan calls for SARs to become exercisable in equal 25% yearly amounts commencing on the first anniversary of the grant date.
- Restricted Stock Units (RSUs) granted under MGM MIRAGE 2005 Omnibus Incentive Plan. The RSUs are subject to meeting minimum
- (2) 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 6, 2009.

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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