

JACOBS GARY N  
Form 4  
May 01, 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  
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2005  
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response... 0.5

(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)  
05/01/2006

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)
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	M	120,000	A \$ 12.74	175,733 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	300	D \$ 44.68	175,433 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	3,400	D \$ 44.98	172,033 <sup>(1)</sup>	D

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Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	2,300	D	\$ 44.88	169,733 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	700	D	\$ 44.58	169,033 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,700	D	\$ 44.48	167,333 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,100	D	\$ 44.38	166,233 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	1,100	D	\$ 44.39	165,133 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	2,400	D	\$ 44.79	162,733 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	3,900	D	\$ 44.99	158,833 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	100	D	\$ 44.69	158,733 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	7,500	D	\$ 44.49	151,233 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	100	D	\$ 44.59	151,133 <u>(1)</u>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	3,300	D	\$ 44.7	147,833 <u>(1)</u>	D
	05/01/2006	05/01/2006	S	7,500	D	\$ 44.8	140,333 <u>(1)</u>	D

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Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
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Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

05/01/2006	05/01/2006	S	4,700	D	\$ 44.6	135,633 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	1,700	D	\$ 44.5	133,933 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	7,100	D	\$ 44.4	126,833 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	700	D	\$ 44.91	126,133 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	1,600	D	\$ 44.81	124,533 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	200	D	\$ 44.61	124,333 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	200	D	\$ 44.51	124,133 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	1,100	D	\$ 44.82	123,033 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	1,000	D	\$ 44.62	122,033 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	1,700	D	\$ 44.52	120,333 <sup>(1)</sup>	D
05/01/2006	05/01/2006	S	300	D		120,033 <sup>(1)</sup>	D

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Common Stock \$.01 Par Value ND						\$ 44.42		
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	600	D	\$ 44.93	119,433 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	400	D	\$ 44.73	119,033 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	05/01/2006	05/01/2006	S	100	D	\$ 44.63	118,933 <sup>(1)</sup>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount of Number of Shares
Emp Stk Option (Right to Buy)	\$ 12.74	05/01/2006	05/01/2006	M	120,000	02/27/2004 02/27/2013	Common Stock \$.01 Par Value ND 120,000

## 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

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 issuee of the shares, which restrictions terminate upon completion of four years of employment with the company from the date of the Agreement.  
(2) Options granted under MGM MIRAGE Employee Stock Option Plan. Vesting plan calls for options to become exercisable in equal 20% yearly amounts over a period of five years commencing on 2/27/04.

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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