

MGM MIRAGE
Form 4
February 21, 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 *
POPEIL RONALD

(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)
02/20/2008

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)

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 | 02/20/2008 | 02/20/2008 | P | 2,000 A | \$ 64.16 63,150 | D | |
| Common Stock \$.01 Par Value ND | | | | | 925 ⁽¹⁾ | I | Custodian for Asher Gantman |
| Common Stock \$.01 Par Value ND | | | | | 650 ⁽²⁾ | I | Custodian for Contessa Popeil |

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| | | | |
|---------------------------------|----------------------|---|--------------------------------|
| Common Stock \$.01 Par Value ND | 825 ⁽³⁾ | I | Custodian for Valentina Popeil |
| Common Stock \$.01 Par Value ND | 1,050 ⁽⁴⁾ | I | Custodian for Nicole Stairs |
| Common Stock \$.01 Par Value ND | 1,050 ⁽⁵⁾ | I | Custodian for Rachel Gantman |
| Common Stock \$.01 Par Value ND | 1,050 ⁽⁶⁾ | I | Custodian for Isabella Gantman |

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 | Title Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 14.25 | | | | | 05/13/2004 05/13/2013 | Common Stock \$.01 Par Value ND 10,000 |
| Stock Options (Right to buy) | \$ 17.075 | | | | | 08/01/2001 08/01/2010 | Common Stock \$.01 Par Value 18,000 |

| Stock Options (Right to buy) | \$ 17.075 | 05/01/2002 | 05/01/2011 | ND | Common Stock \$.01 Par Value ND | 9,000 |
|------------------------------|-----------|------------|------------|----|---------------------------------------|--------|
| Stock Options (Right to buy) | \$ 20.11 | 05/07/2003 | 05/07/2012 | ND | Common Stock \$.01 Par Value ND | 10,000 |
| Stock Options (Right to buy) | \$ 21.445 | 05/11/2005 | 05/11/2014 | ND | Common Stock \$.01 Par Value ND | 10,000 |
| Stock Options (Right to buy) | \$ 34.05 | 05/03/2006 | 05/03/2012 | ND | Common Stock \$.01 Par Value ND | 15,000 |
| Stock Appreciation Rights | \$ 45.64 | 05/09/2007 | 05/09/2013 | ND | Common Stock \$.01 Par Value ND | 20,000 |
| Stock Appreciation Rights | \$ 79.98 | 05/22/2008 | 05/22/2014 | ND | Common Stock \$.01 Par Value ND | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POPEIL RONALD 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | X | | | |

Signatures

Bryan L. Wright,
Attorney-In-Fact

02/21/2008

__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) Shares acquired by reporting person as custodian for Asher Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (2) Shares acquired by reporting person as custodian for Contessa Popeil under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (3) Shares acquired by reporting person as custodian for Valentina Popeil under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (4) Shares acquired by reporting person as custodian for Nicole Stairs under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (5) Shares acquired by reporting person as custodian for Rachel Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (6) Shares acquired by reporting person as custodian for Isabella Gantman under the California Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these shares.
- (7) 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.
- (8) Represents options regranted to the reporting person pursuant to the Company's 2001 Stock Option Exchange Program.
- (9) 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.
- (10) 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.

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