

JACOBS GARY N
Form 4
October 25, 2004

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
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(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 [MGG]

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

10/25/2004

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	10/25/2004	10/25/2004	M	25,000	A \$ 33.3125	57,423 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	2,400	D \$ 52.68	55,023 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	100	D \$ 52.71	54,923 ⁽¹⁾	D

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Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	5,000	D	\$ 52	49,923 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	4,900	D	\$ 52	45,023 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	100	D	\$ 52.01	44,923 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	2,100	D	\$ 51.77	42,823 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	400	D	\$ 51.82	42,423 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	2,500	D	\$ 52.04	39,923 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	1,800	D	\$ 52.12	38,123 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	600	D	\$ 52.13	37,523 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	100	D	\$ 52.14	37,423 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	2,300	D	\$ 52	35,123 ⁽¹⁾	D
Common Stock \$.01 Par Value ND	10/25/2004	10/25/2004	S	200	D	\$ 52.02	34,923 ⁽¹⁾	D
	10/25/2004	10/25/2004	S	2,200	D	\$ 52.55	32,723 ⁽¹⁾	D

Common
Stock \$.01
Par Value
ND

Common
Stock \$.01
Par Value 10/25/2004 10/25/2004 S 300 D \$ 52.58 32,423 ⁽¹⁾ D
ND

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.

SEC 1474
(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 or Number of Shares
Emp Stk Option (Right to Buy)	\$ 33.3125	10/25/2004	10/25/2004	M	25,000	06/01/2001 06/01/2010	Common Stock \$.01 Par Value ND 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JACOBS GARY N 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X EVP, General Counsel & Secreta

Signatures

Bryan L. Wright,
Attorney-In-Fact 10/25/2004

__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 under this grant are subject to certain restrictions contained in a Restricted Stock Agreement dated as of June 3, 2002 between MGM MIRAGE and the issuee of the shares. The issuee is eligible for 50% of the shares upon completion of three years of employment with the company from the date of the Agreement and is eligible for 100% of the shares upon completion of four years of employment with the company from the date of the Agreement.
- (1)
- (2) 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.

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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