

MGM MIRAGE

Form 4

November 28, 2005

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 *
LANNI J TERRENCE

(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)

11/23/2005

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)

CHAIRMAN & CEO

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	11/23/2005	11/23/2005	M	117,800	A \$ 17.075	215,900	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,300	D \$ 41.42	212,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	600	D \$ 41.43	212,000	D

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Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	6,400	D	\$ 41.44	205,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	87,000	D	\$ 41.45	118,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	800	D	\$ 41.46	117,800	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	4,500	D	\$ 41.47	113,300	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,000	D	\$ 41.48	111,300	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	50,700	D	\$ 41.5	60,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,400	D	\$ 41.51	57,200	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	7,300	D	\$ 41.52	49,900	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,500	D	\$ 41.53	48,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	27,700	D	\$ 41.55	20,700	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,900	D	\$ 41.58	16,800	D
	11/23/2005	11/23/2005	S	5,300	D	\$ 41.59	11,500	D

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Common
Stock \$.01
Par Value
ND

Common
Stock \$.01
Par Value 11/23/2005 11/23/2005 S 11,500 D \$ 41.6 0 D
ND

Common
Stock \$.01
Par Value 238,350 ⁽¹⁾ I Lanni
ND Family
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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Emp Stk Option (Right to Buy)	\$ 17.075	11/23/2005	11/23/2005	M	117,800	05/31/2002	05/31/2010	Common Stock \$.01 Par Value ND	117,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANNI J TERRENCE 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X		CHAIRMAN & CEO	

Signatures

Bryan L. Wright,
Attorney-In-Fact

11/28/2005

__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).

150,000 of the shares (on a post-split basis) are subject to certain restrictions contained in a Restricted Stock Agreement dated as of June 3, 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. These shares are held by the Lanni Family Trust, under agreement dated June 21, 1990, of which the reporting person is trustee.
- (1)
- (2) Represents options regranted to the reporting person pursuant to the Company's 2001 Stock Option Exchange Program.

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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