MGM MIRAGE Form 4 March 19, 2009

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue SECURITIES

Estimated average burden hours per response...

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JACOBS GARY N			2. Issuer Name <b>and</b> Ticker or Trading Symbol MGM MIRAGE [MGM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
3600 LAS VEGAS BLVD. SOUTH		. SOUTH	03/18/2009	X Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAS VEGAS,	NV 89109		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4	sposed	of	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	03/18/2009	03/18/2009	J <u>(1)</u>	30,024	D	\$ 0	0	I	GRAT August 18, 2008 Gary Jacobs As Trustee
Common Stock \$.01 Par Value ND	03/18/2009	03/18/2009	J <u>(1)</u>	30,024	A	\$ 0	30,024	I	Jacobs Family Trust
Common Stock \$.01 Par Value	03/18/2009	03/18/2009	J(2)	30,024	D	\$0	0	I	Jacobs Family Trust

ND

Common Stock \$.01 Par Value ND	03/18/2009	03/18/2009	J <u>(2)</u>	30,024 A	\$ 0	30,024	I	GRAT March 18, 2009 Gary Jacobs As Trustee
Common								
Stock \$.01						8,790	D	
Par Value						0,790	D	
ND								

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. Transactic Code (Instr. 8)	5. onNumber 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
Emp Stk Option (Right to Buy)	\$ 16.6563					06/01/2001	06/01/2010	Common Stock \$.01 Par Value ND	277,800
Emp Stk Option (Right to Buy)	\$ 12.74					02/27/2004	02/27/2013	Common Stock \$.01 Par Value ND	240,000
Emp Stk Option (Right to Buy)	\$ 34.05					05/03/2006	05/03/2012	Common Stock \$.01 Par Value ND	400,000

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Employee Stock Appreciation Rights	\$ 19	10/06/2009	10/06/2015	Common Stock \$.01 Par Value ND	112,500
Restricted Stock Units	\$ 0	10/06/2009	10/06/2015	Common Stock \$.01 Par Value	11,250

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

JACOBS GARY N
3600 LAS VEGAS BLVD. SOUTH
LAS VEGAS, NV 89109

X EVP, General Counsel & Secy

### **Signatures**

Troy McHenry,
Attorney-In-Fact
03/19/2009

\*\*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) These shares were transferred to the Jacobs Family Trust from the grantor retained annuity trust on March 18, 2009, where the reporting person serves as trustee, in exchange for marketable securities having an equal value on the transaction date.
- (2) These shares were contributed to a grantor retained annuity trust on March 18, 2009 where the reporting person serves as trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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