

ARPIN RICKY EDWARD  
 Form 3  
 October 30, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ARPIN RICKY EDWARD		(Month/Day/Year)	MGM MIRAGE [MGM]	
(Last)	(First)	(Middle)	10/28/2009	
3950 LAS VEGAS BLVD., S.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LAS VEGA,Â NVÂ 89119			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP and Corporate Controller	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock \$.01 Par Value ND	1,401	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Emp Stk Option (Right to Buy)	Â (1)	05/03/2012	Common Stock \$.01 Par Value ND	21,300 (1)	\$ 34.05	D	Â
Emp Stk Option (Right to Buy)	Â (2)	02/27/2013	Common Stock \$.01 Par Value ND	4,000 (2)	\$ 12.74	D	Â
Employee Stock Appreciation Rights	Â (3)	10/06/2015	Common Stock \$.01 Par Value ND	11,250 (3)	\$ 19	D	Â
Employee Stock Appreciation Rights	10/05/2010(4)	10/05/2016	Common Stock \$.01 Par Value ND	12,375 (4)	\$ 11.54	D	Â
Restricted Stock Units	01/08/2010(5)	01/08/2012	Common Stock \$.01 Par Value ND	2,100 (5)	\$ (5)	D	Â
Restricted Stock Units	10/05/2010(6)	10/05/2016	Common Stock \$.01 Par Value ND	1,650 (6)	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARPIN RICKY EDWARD 3950 LAS VEGAS BLVD., S. LAS VEGA, NV 89119	Â	Â	Â SVP and Corporate Controller	Â

## Signatures

Troy McHenry,  
Attorney-In-Fact

10/29/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Options granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Options representing 15,300 shares have fully vested and are exercisable until May 2, 2012. The remaining options representing 6,000 shares will vest on May 3, 2010.

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- (2) Options granted under MGM MIRAGE 1997 Nonqualified Stock Option Plan. Options have fully vested and are exercisable until February 27, 2013.  
Stock Appreciation Rights (SARs) granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. SARs
- (3) representing 2,812 shares have fully vested and are exercisable until October 6, 2015. The remaining SARs representing 8,438 shares will vest as follows: 2,813 SARs on October 6, 2010; 2,812 SARs on October 6, 2011; and 2,813 SARs on October 6, 2012.
- (4) SARs granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. The SARs will vest in four equal annual installments beginning on October 5, 2010.
- (5) Restricted Stock Units (RSUs) granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. The RSUs will vest in three equal annual installments on January 8, 2010, January 8, 2011 and January 8, 2012.  
RSUs granted under MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan. The RSUs are subject to meeting minimum
- (6) performance criteria set by the Compensation Committee of the Board of Directors of MGM MIRAGE. Provided such criteria are met, the RSUs will vest in four equal annual installments beginning on October 5, 2010.

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.