

MGM MIRAGE  
Form 4  
June 12, 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 \*  
**JAMES PHYLLIS**

(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)  
06/12/2008

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)  
**SENIOR VP & SENIOR COUNSEL**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock \$.01 Par Value ND | 06/12/2008                           | 06/12/2008                                         | M                              | 5,500                                                             | A \$ 12.74                                                                                    | 5,500                                                    | D                                 |
| Common Stock \$.01 Par Value ND | 06/12/2008                           | 06/12/2008                                         | S                              | 3,400                                                             | D \$ 41.76                                                                                    | 2,100                                                    | D                                 |
| Common Stock \$.01 Par Value ND | 06/12/2008                           | 06/12/2008                                         | S                              | 900                                                               | D \$ 41.77                                                                                    | 1,200                                                    | D                                 |

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|                                 |            |            |   |     |   |          |       |   |
|---------------------------------|------------|------------|---|-----|---|----------|-------|---|
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 100 | D | \$ 41.78 | 1,100 | D |
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 200 | D | \$ 41.79 | 900   | D |
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 100 | D | \$ 41.8  | 800   | D |
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 100 | D | \$ 41.81 | 700   | D |
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 300 | D | \$ 41.82 | 400   | D |
| Common Stock \$.01 Par Value ND | 06/12/2008 | 06/12/2008 | S | 400 | D | \$ 41.83 | 0     | D |

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.**

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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 Security (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title        | Amount or Number of Shares |
| Emp Stk Option                             | \$ 12.74                                               | 06/12/2008                           | 06/12/2008                                         | M                              | 5,500                                                                                   | 02/27/2004                                               | 02/27/2013                                                  | Common Stock | 5,500                      |

|                               |          |  |            |            |  |  |                                        |
|-------------------------------|----------|--|------------|------------|--|--|----------------------------------------|
| (Right to Buy)                |          |  |            |            |  |  | \$ .01 Par Value ND                    |
| Emp Stk Option (Right to Buy) | \$ 34.05 |  | 05/03/2006 | 05/03/2012 |  |  | Common Stock \$ .01 Par Value ND 48,50 |
| Emp Stock Appreciation Rights | \$ 60.25 |  | 03/03/2009 | 03/03/2015 |  |  | Common Stock \$ .01 Par Value ND 27,50 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                            |       |
|--------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                    | Other |
| JAMES PHYLLIS<br>3600 LAS VEGAS BLVD. SOUTH<br>LAS VEGAS, NV 89109 |               |           | SENIOR VP & SENIOR COUNSEL |       |

## Signatures

Bryan L. Wright,  
Attorney-In-Fact

06/12/2008

\*\*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) Options granted under MGM MIRAGE Employee Stock Option Plan. Vesting plan calls for options to become exercisable in equal 20% yearly amounts over a period of five years commencing on 2/27/04.
  - (2) Options granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Vesting plan calls for options to become exercisable in equal 20% yearly amounts commencing on the first anniversary of the grant date.
  - (3) 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. 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.