

WINTERSTERN HENRY  
Form 4  
April 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
WINTERSTERN HENRY

2. Issuer Name and Ticker or Trading Symbol  
METRO-GOLDWYN-MAYER INC  
[MGM]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
WINTERSTERN &  
ASSOCIATES, 800  
DELAGAUCHETIERE ST. WEST  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MONTREAL, A8 H5A 1K6  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V | Amount  | Price |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/08/2005                           |  | D                              |   | 9,293   | D     | \$ 12 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.**

SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Director Stock Option (right to buy) <sup>(2)</sup> | \$ 19.92   | 04/08/2005                           |  | D                              | 10,000  | 05/02/2002 05/01/2011                                    | Common Stock  | 10,000                     |
| Director Stock Option (right to buy) <sup>(2)</sup> | \$ 16.38   | 04/08/2005                           |  | D                              | 5,000   | 05/06/2003 05/05/2012                                    | Common Stock  | 5,000                      |
| Director Stock Option (right to buy) <sup>(2)</sup> | \$ 10.94   | 04/08/2005                           |  | D                              | 5,000   | 05/14/2004 05/13/2013                                    | Common Stock  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WINTERSTERN HENRY<br>WINTERSTERN & ASSOCIATES<br>800 DELAGAUCHETIERE ST. WEST<br>MONTREAL, A8 H5A 1K6 | X             |           |         |       |

## Signatures

William A. Jones, as Attorney in Fact for Henry D. Winterstern

04/08/2005

\_\_\_\_\_  
\*\*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).
- (1) Disposed of pursuant to merger agreement between issuer and LOC Acquisition Company.
  - (2) The options, which provided for vesting in five equal annual installments, were accelerated and cancelled in the merger in exchange for cash payments representing the difference between the exercise price of the option and the sum of (i) the merger consideration (\$12.00

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per share) and (ii) the dividend paid to stockholders of the issuer on May 17, 2004 (\$8.00 per share).

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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