

JACOBS GARY N  
Form 4  
December 11, 2007

**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 \*  
JACOBS GARY N

2. Issuer Name and Ticker or Trading Symbol  
MGM MIRAGE [MGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3600 LAS VEGAS BLVD. SOUTH  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, General Counsel & Secreta

LAS VEGAS, NV 89109

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock \$.01 Par Value ND | 12/07/2007                           | 12/07/2007   | M                              |   | 25,000  | A  | \$ 16.6563  |
| Common Stock \$.01 Par Value ND | 12/07/2007                           | 12/07/2007   | S                              |   | 2,400   | D  | \$ 91   |
| Common Stock \$.01 Par Value ND | 12/07/2007                           | 12/07/2007   | S                              |   | 900   | D  | \$ 91.01  |

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|  |            |            |   |       |   |           |        |   |
|--|------------|------------|---|-------|---|-----------|--------|---|
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,300 | D | \$ 91.02  | 29,190 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 2,300 | D | \$ 91.03  | 26,890 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,500 | D | \$ 91.031 | 25,390 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,300 | D | \$ 91.04  | 24,090 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,150 | D | \$ 91.05  | 22,940 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 100   | D | \$ 91.055 | 22,840 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,400 | D | \$ 91.06  | 21,440 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,450 | D | \$ 91.07  | 19,990 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 600   | D | \$ 91.08  | 19,390 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 700   | D | \$ 91.09  | 18,690 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,100 | D | \$ 91.1   | 17,590 | D |
|  | 12/07/2007 | 12/07/2007 | S | 200   | D | \$ 91.11  | 17,390 | D |

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|  |            |            |   |       |   |           |        |   |
|--|------------|------------|---|-------|---|-----------|--------|---|
| Common<br>Stock \$.01<br>Par Value<br>ND |            |            |   |       |   |           |        |   |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 100   | D | \$ 91.12  | 17,290 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,800 | D | \$ 91.131 | 15,490 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 1,000 | D | \$ 91.15  | 14,490 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 100   | D | \$ 91.151 | 14,390 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 400   | D | \$ 91.16  | 13,990 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 775   | D | \$ 91.2   | 13,215 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 200   | D | \$ 91.201 | 13,015 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 25    | D | \$ 91.21  | 12,990 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 300   | D | \$ 91.22  | 12,690 | D |
| Common<br>Stock \$.01<br>Par Value<br>ND | 12/07/2007 | 12/07/2007 | S | 100   | D | \$ 91.231 | 12,590 | D |
|  | 12/07/2007 | 12/07/2007 | S | 300   | D | \$ 91.24  | 12,290 | D |

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Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value  
ND

12/07/2007      12/07/2007      S      200      D      \$ 91.25      12,090      D

Common  
Stock \$.01  
Par Value  
ND

37,830      I

GRAT  
Gary  
Jacobs as  
Trustee

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 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)              | \$ 12.74   |                                      |  |                                |   | 02/27/2004      02/27/2013                               | Common Stock<br>\$.01 Par Value<br>ND      240,000            |
| Emp Stk Option (Right to Buy)              | \$ 16.6563   | 12/07/2007                           | 12/07/2007   | M                              | 25,000  | 06/01/2001      06/01/2010                               | Common Stock<br>\$.01 Par Value<br>ND      25,000             |
| Emp Stk Option (Right to Buy)              | \$ 34.05   |                                      |  |                                |   | 05/03/2006      05/03/2012                               | Common Stock<br>\$.01 Par Value<br>ND      400,000            |

