

MGM MIRAGE  
Form 4  
July 14, 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 \*  
TRACINDA CORP

(Last) (First) (Middle)

150 SOUTH RODEO DRIVE,  
SUITE 250

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Common Stock Option	\$ 13.09	07/11/2008	J <sup>(1)</sup>	150,000					07/14/2007	07/13/2008	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRACINDA CORP 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212		X		
KERKORIAN KIRK 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS 90212				Director and 10% Owner

## Signatures

Anthony L Mandekic as Atty-in-fact for Tracinda Corporation and Kirk Kerkorian 07/14/2008

\*\*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) Determination of price per share of options to receive cash held by an employee based on the difference between the weighted average price per share on July 11, 2008 (\$23.30) and the exercise price of 150,000 shares of MGM Mirage Common Stock. Ownership of the common stock is retained directly by Tracinda Corporation and indirectly by Kirk Kerkorian who owns all of the outstanding shares of common stock of Tracinda Corporation.

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. entional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**(1)**Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock will be accelerated to vest on the grant date.**(2)**Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.**(3)**Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock.**(4)**Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

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