

MGM MIRAGE

Form 4

November 28, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LANNI J TERRENCE**

(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)

**11/23/2005**

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)

**CHAIRMAN & CEO**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	M	280,000	A \$ 12.74	280,000	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	11,300	D \$ 41.2	268,700	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	22,000	D \$ 41.22	246,700	D

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Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,700	D	\$ 41.23	243,000	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,000	D	\$ 41.24	242,000	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	41,600	D	\$ 41.25	200,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	4,000	D	\$ 41.26	196,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,800	D	\$ 41.27	193,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	7,000	D	\$ 41.28	186,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	36,300	D	\$ 41.29	150,300	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	8,200	D	\$ 41.3	142,100	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	5,200	D	\$ 41.31	136,900	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	5,200	D	\$ 41.32	131,700	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,000	D	\$ 41.33	129,700	D
	11/23/2005	11/23/2005	S	2,000	D		127,700	D

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Common Stock \$.01 Par Value ND						\$ 41.34		
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,900	D	\$ 41.35	125,800	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,400	D	\$ 41.36	124,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,000	D	\$ 41.37	123,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	4,200	D	\$ 41.38	119,200	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	400	D	\$ 41.39	118,800	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	13,800	D	\$ 41.4	105,000	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	800	D	\$ 41.41	104,200	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,400	D	\$ 41.49	101,800	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,600	D	\$ 41.54	98,200	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	100	D	\$ 41.57	98,100	D
							238,350 <sup>(1)</sup>	I

Common  
Stock \$.01  
Par Value  
ND

Lanni  
Family  
Trust

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

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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 Number of Shares
Emp Stk Option (Right to Buy)	\$ 12.74	11/23/2005	11/23/2005	M	280,000	02/27/2004	02/27/2013	Common Stock \$.01 Par Value ND	280,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANNI J TERRENCE 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X		CHAIRMAN & CEO	

## Signatures

Bryan L. Wright,  
Attorney-In-Fact

11/28/2005

\_\_\_\_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) 150,000 of the shares (on a post-split basis) are subject to certain restrictions contained in a Restricted Stock Agreement dated as of June 3, 2002 between MGM MIRAGE and the issuer of the shares, which restrictions terminate upon completion of four years of employment with the company from the date of the Agreement. These shares are held by the Lanni Family Trust, under agreement dated June 21,

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1990, of which the reporting person is trustee.

- (2) 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.

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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