TAYLOR DANIEL J Form 4 April 24, 2009

FORM 4

#### **OMB APPROVAL**

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TAYLOR DANIEL J

3600 LAS VEGAS BLVD. SOUTH

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MGM MIRAGE [MGM]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner

(Month/Day/Year)

04/23/2009

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAS VEGAS, NV 89109

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported (A) Transaction(s)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

(Month/Day/Year)

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)

(Instr. 4)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security					Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Stock Appreciation Rights	<u>(1)</u>	04/23/2009	04/23/2009	J <u>(2)</u>		400,000		(2)	01/31/2014	Common Stock \$.01 Par Value ND	400

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TAYLOR DANIEL J

3600 LAS VEGAS BLVD. SOUTH X

LAS VEGAS, NV 89109

# **Signatures**

Troy McHenry,
Attorney-In-Fact
04/24/2009

\*\*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).
- The Stock Appreciation Rights ("SARs") value shall be the difference between the (i) weighted average price per share of common stock (1) of MGM MIRAGE, as reported on the NYSE on the valuation date, and (ii) the SARs price (\$5.00), multiplied by the number of vested shares for which the SARs value is being determined for such valuation date(s).
  - Grant by Tracinda Corporation of SARs to receive cash with respect to 400,000 shares of common stock of MGM MIRAGE held by Tracinda Corporation, vesting with respect to 100,000 shares of each on February 1, 2010, 2011, 2012 and 2013, to an employee of
- Tracinda Corporation as partial compensation for services to Tracinda Corporation. Unexercised vested SARs (200,000) as of January 31, 2012 will be valued and paid on that date and reload SARs issued which will be immediately vested and otherwise subject to the original terms. Ownership of the common stock of MGM MIRAGE 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.

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