

MGM MIRAGE  
Form 4  
November 28, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	M		117,800 A \$ 17.075	215,900	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S		3,300 D \$ 41.42	212,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S		600 D \$ 41.43	212,000	D

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Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	6,400	D	\$ 41.44	205,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	87,000	D	\$ 41.45	118,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	800	D	\$ 41.46	117,800	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	4,500	D	\$ 41.47	113,300	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	2,000	D	\$ 41.48	111,300	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	50,700	D	\$ 41.5	60,600	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,400	D	\$ 41.51	57,200	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	7,300	D	\$ 41.52	49,900	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	1,500	D	\$ 41.53	48,400	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	27,700	D	\$ 41.55	20,700	D
Common Stock \$.01 Par Value ND	11/23/2005	11/23/2005	S	3,900	D	\$ 41.58	16,800	D
	11/23/2005	11/23/2005	S	5,300	D	\$ 41.59	11,500	D

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Common  
Stock \$.01  
Par Value  
ND

Common  
Stock \$.01  
Par Value 11/23/2005 11/23/2005 S 11,500 D \$ 41.6 0 D  
ND

Common  
Stock \$.01  
Par Value ND 238,350 <sup>(1)</sup> I Lanni  
Family  
Trust

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)

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)	\$ 17.075	11/23/2005	11/23/2005	M	117,800	05/31/2002 05/31/2010	Common Stock \$\$.01 Par Value ND 117,800

## 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).  
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 issuee 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, 1990, of which the reporting person is trustee.
- (1)
- (2) Represents options regranted to the reporting person pursuant to the Company's 2001 Stock Option Exchange Program.

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.