

MGM MIRAGE
Form 4
February 21, 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

(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)
02/20/2007

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)
EVP, General Counsel & Secreta

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	(D)	Price
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	M		97,900	A	\$ 16.6563
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S		27,311	D	\$ 69.75
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S		3,600	D	\$ 69.76
							79,379
							75,779

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Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	4,300	D	\$ 69.77	71,479	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	3,400	D	\$ 69.78	68,079	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	5,089	D	\$ 69.79	62,990	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	7,700	D	\$ 69.8	55,290	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	200	D	\$ 69.81	55,090	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	7,400	D	\$ 69.82	47,690	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	3,400	D	\$ 69.83	44,290	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	10,300	D	\$ 69.84	33,990	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	2,400	D	\$ 69.85	31,590	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	1,300	D	\$ 69.86	30,290	D
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	900	D	\$ 69.87	29,390	D
	02/20/2007	02/20/2007	S	1,800	D	\$ 69.88	27,590	D

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Common Stock \$.01 Par Value ND									
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	1,500	D	\$ 69.89	26,090	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	5,600	D	\$ 69.9	20,490	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	8,300	D	\$ 69.91	12,190	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	300	D	\$ 69.92	11,890	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	1,100	D	\$ 69.93	10,790	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	100	D	\$ 69.94	10,690	D	
Common Stock \$.01 Par Value ND	02/20/2007	02/20/2007	S	1,900	D	\$ 69.96	8,790	D	
Common Stock \$.01 Par Value ND							37,830 ⁽¹⁾	I	GRAT Gary Jacobs as Trustee

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

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp Stk Option (Right to Buy)	\$ 16.6563	02/20/2007	02/20/2007	M	97,900	06/01/2001	06/01/2010	Common Stock \$01 Par Value ND	97,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS GARY N 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X		EVP, General Counsel & Secreta	

Signatures

Bryan L. Wright,
Attorney-In-Fact
Date: 02/20/2007

**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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust where the reporting person serves as trustee.
- (2) Options granted under MGM MIRAGE 1997 Nonqualified Stock Option Plan. Vesting plan calls for options to become exercisable in equal 25% yearly amounts commencing on the first anniversary of the grant date.

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.