#### METRO-GOLDWYN-MAYER INC

Form 4/A April 13, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 A ALJIAN JA	Symbol METRO	2. Issuer Name and Ticker or Trading Symbol METRO-GOLDWYN-MAYER INC [MGM]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 150 S. ROD	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2005			X Director Officer (given below)		Owner er (specify		
Fi			4. If Amendment, Date Original Filed(Month/Day/Year) 04/12/2005  Table L. Non-Derivative Securities Acq				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  puired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit on(A) or Dis (D) (Instr. 3, 4)	ies Acquesposed of and 5)  (A) or	uired of	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)
Common Stock (1)	04/08/2005		D	23,731	D	\$ 12	0	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 orDerivative 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 or Number of Shares
Director Stock Option (right to buy) (2)	\$ 19.92	04/08/2005		D		10,000	05/02/2002	05/01/2011	Common Stock	10,000
Director Stock Option (right to buy) (2)	\$ 16.38	04/08/2005		D		5,000	05/06/2003	05/05/2012	Common Stock	5,000
Director Stock Option (right to buy) (2)	\$ 10.94	04/08/2005		D		5,000	05/14/2004	05/13/2013	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ALJIAN JAMES 150 S. RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212	X					

## **Signatures**

William A. Jones, as Attorney in Fact for James
Aljian
04/12/2005

\*\*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) Disposed of pursuant to merger agreement between issuer and LOC Acquisition Company.
- The options, which provided for vesting in five equal annual installments, were accelerated and cancelled in the merger in exchange for (2) cash payments representing the difference between the exercise price of the option and the sum of (i) the merger consideration (\$12.00 per share) and (ii) the dividend paid to stockholders of the issuer on May 17, 2004 (\$8.00 per share).

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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.