

MGM MIRAGE  
Form 4  
August 08, 2008

**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 \*  
**JAMES PHYLLIS**

(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)  
**08/07/2008**

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)  
**SENIOR VP & SENIOR COUNSEL**

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	(A) or (D)	Price
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	M		6,800	A	\$ 12.74 6,800
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S		800	D	\$ 33.414 6,000
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S		100	D	\$ 33.46 5,900

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Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	306	D	\$ 33.47	5,594	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	94	D	\$ 33.48	5,500	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	200	D	\$ 33.5	5,300	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	300	D	\$ 33.504	5,000	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	1,000	D	\$ 33.574	4,000	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	500	D	\$ 33.62	3,500	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	1,000	D	\$ 33.636	2,500	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	500	D	\$ 33.684	2,000	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	500	D	\$ 33.764	1,500	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	500	D	\$ 33.78	1,000	D
Common Stock \$.01 Par Value ND	08/07/2008	08/07/2008	S	500	D	\$ 33.798	500	D
	08/07/2008	08/07/2008	S	500	D		0	D

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Common Stock \$.01 Par Value ND \$ 33.816

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)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Emp Stk Option (Right to Buy)	\$ 12.74	08/07/2008	08/07/2008	M	6,800	02/27/2004 02/27/2013	Common Stock \$\$.01 Par Value ND 6,800
Emp Stk Option (Right to Buy)	\$ 34.05					05/03/2006 05/03/2012	Common Stock \$\$.01 Par Value ND 48,500
Emp Stock Appreciation Rights	\$ 60.25					03/03/2009 03/03/2015	Common Stock \$\$.01 Par Value ND 27,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JAMES PHYLLIS 3600 LAS VEGAS BLVD. SOUTH	SENIOR VP & SENIOR COUNSEL

LAS VEGAS, NV 89109

## Signatures

Troy McHenry,  
Attorney-In-Fact

08/08/2008

\_\_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) 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.
- (2) Options granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Vesting plan calls for options to become exercisable in equal 20% yearly amounts commencing on the first anniversary of the grant date.
- (3) SARs granted under MGM MIRAGE 2005 Omnibus Incentive Plan. Vesting plan calls for SARs to become exercisable in equal 20% 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.