

MGM MIRAGE  
Form 4  
February 09, 2005

# FORM 4

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

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

### OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALDWIN ROBERT

(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 [MGG]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/07/2005

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	M	153,200	A \$ 34.15	228,200 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	1,200	D \$ 79.46	227,000 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	1,300	D \$ 79.48	225,700 <sup>(1)</sup>	D

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Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	13,700	D	\$ 79.5	212,000 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	2,700	D	\$ 79.45	209,300 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	500	D	\$ 79.51	208,800 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	1,100	D	\$ 79.52	207,700 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	500	D	\$ 79.59	207,200 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	20,000	D	\$ 79.6	187,200 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	7,500	D	\$ 79.32	179,700 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	300	D	\$ 79.42	179,400 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	200	D	\$ 79.44	179,200 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	1,400	D	\$ 79.37	177,800 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	22,400	D	\$ 79.47	155,400 <sup>(1)</sup>	D
	02/07/2005	02/07/2005	S	1,100	D		154,300 <sup>(1)</sup>	D

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Common Stock \$.01 Par Value ND						\$ 79.58			
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	3,900	D	\$ 79.55	150,400 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	200	D	\$ 79.49	150,200 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	800	D	\$ 79.43	149,400 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	100	D	\$ 79.36	149,300 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	3,400	D	\$ 79.4	145,900 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	25,000	D	\$ 79.3	120,900 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	1,400	D	\$ 79.31	119,500 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	17,400	D	\$ 79.33	102,100 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	19,800	D	\$ 79.25	82,300 <sup>(1)</sup>	D	
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	600	D	\$ 79.28	81,700 <sup>(1)</sup>	D	
	02/07/2005	02/07/2005	S	2,700	D		79,000 <sup>(1)</sup>	D	

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Common Stock \$.01 Par Value ND						\$ 79.29		
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	100	D	\$ 79.27	78,900 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	3,100	D	\$ 79.35	75,800 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	300	D	\$ 79.26	75,500 <sup>(1)</sup>	D
Common Stock \$.01 Par Value ND	02/07/2005	02/07/2005	S	500	D	\$ 79.34	75,000 <sup>(1)</sup>	D

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 of Number of Shares
Emp Stk Option (Right to Buy)	\$ 34.15	02/07/2005	02/07/2005	M	153,200	05/31/2001	05/31/2010	Common Stock \$.01 Par Value ND	153,200

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
BALDWIN ROBERT 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X

## Signatures

Bryan L. Wright, Attorney-In-Fact	02/08/2005
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\_\_\_\_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).
- 75,000 of these shares 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. The issuee is eligible for 50% of the shares upon completion of three years of employment with the company from the date of the Agreement and is eligible for 100% of the shares upon completion of four years of employment with the company from the date of the Agreement.
- (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.