

KERKORIAN KIRK  
 Form 4  
 April 24, 2009

**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 \*  
**TRACINDA CORP**

(Last) (First) (Middle)

150 SOUTH RODEO DRIVE,  
 SUITE 250

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MGM MIRAGE [MGM]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/23/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  |  |
|                                 |                                      |  |                                |   | Price   |  |  |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)                        | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)     | (D) | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
|-----------------------------------|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|--------------|-------------------------|
| Employee Stock Appreciation Right | (1)                          | 04/23/2009       | 04/23/2009 | J(2)   |      |   | 400,000 |     | (2)              | 01/31/2014      | Common Stock | 400,000                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                        |
|--|---------------|-----------|---------|------------------------|
|  | Director      | 10% Owner | Officer | Other                  |
| TRACINDA CORP<br>150 SOUTH RODEO DRIVE, SUITE 250<br>BEVERLY HILLS, CA 90212 |               | X         |         |                        |
| KERKORIAN KIRK<br>150 SOUTH RODEO DRIVE, SUITE 250<br>BEVERLY HILLS 90212    |               |           |         | Director and 10% Owner |

## Signatures

Anthony L Mandekic as Atty-in-fact for Tracinda Corporation and Kirk Kerkorian 04/24/2009

\*\*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).
- The SAR Value shall be the difference between the (i) weighted average price per share of MGM Common Stock, as reported on the
- (1) NYSE on the Valuation Date, and (ii) the SAR Price (\$5.00), multiplied by the number of vested shares for which the SAR Value is being determined for such Valuation Date(s).
  - (2) Grant by Tracinda Corporation of stock appreciation right ("SAR") to receive cash with respect to 400,000 shares of common stock of MGM MIRAGE held by Tracinda Corporation, vesting with respect to 100,000 shares of each of February 1, 2010, 2011, 2012 and 2013, to an employee of Tracinda Corporation as partial compensation for services to Tracinda Corporation. Unexercised vested SARs (200,000) as of January 31, 2012 will be valued and paid on that date and reload SARs issued which will be immediately vested and otherwise subject to the original terms. Ownership of the common stock is retained directly by Tracinda Corporation and indirectly by Kirk Kerkorian who owns all of the outstanding shares of common stock of Tracinda Corporation.

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.