

FREEMAN JAMES ARMIN

Form 3

April 15, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

FREEMAN JAMES ARMIN

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/13/2010

3. Issuer Name and Ticker or Trading Symbol

MGM MIRAGE [MGM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP Capital Markets &amp; Strategy

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

3950 LAS VEGAS BLVD., S.

(Street)

LAS VEGAS, NV 89119

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)  
(Instr. 5)6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

|                     |            |            |           |          |    |          |   |   |  |  |
|---------------------|------------|------------|-----------|----------|----|----------|---|---|--|--|
| Employee Stock      | 04/05/2011 | 04/05/2017 | Common    | Stock \$ | 01 | 100,000  |   |   |  |  |
| Appreciation Rights |            |            | Par Value | (1)      |    | \$ 13.17 | D | Â |  |  |
|                     |            |            | ND        |          |    |          |   |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                                           |       |
|------------------------------------------------------------------------|---------------|-----------|-------------------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                                   | Other |
| FREEMAN JAMES ARMIN<br>3950 LAS VEGAS BLVD., S.<br>LAS VEGAS, NV 89119 | Â             | Â         | Â SVP<br>Capital<br>Markets &<br>Strategy | Â     |

## Signatures

Troy McHenry,  
Attorney-In-Fact

04/15/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock Appreciation Rights (SARs) granted under MGM MIRAGE (the "Company") Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). The SARs will vest in four equal annual installments beginning on April 5, 2011.

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.