

TAYLOR DANIEL J  
Form 4  
April 12, 2005

**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 \*  
TAYLOR DANIEL J

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) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
SEVP and CFO

C/O METRO-GOLDWYN-MAYER STUDIOS INC., 10250 CONSTELLATION BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

LOS ANGELES, CA 90067-6241

(City) (State) (Zip)

**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 (Instr. 4)
Common Stock <sup>(1)</sup>	04/08/2005		D	(A) or (D) Amount 10,789 <sup>(2)</sup>	D \$ 12 0	D	

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

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SEC 1474 (9-02)

**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	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 Number Shares
Employee Stock Option (right to buy) <u>(3)</u>	\$ 14.9	04/08/2005		D	116,250	08/01/1998	07/31/2007	Common Stock	116,2
Employee Stock Option (right to buy) <u>(3)</u>	\$ 14.9	04/08/2005		D	62,918	08/03/1999	08/02/2008	Common Stock	62,9
Employee Stock Option (right to buy) <u>(4)</u>	\$ 19.19	04/08/2005		D	320,832	11/01/2001	10/31/2010	Common Stock	320,8
Employee Stock Option (right to buy) <u>(4)</u>	\$ 11.35	04/08/2005		D	250,000	08/28/2003	08/27/2012	Common Stock	250,0

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director     10% Owner     Officer     Other

TAYLOR DANIEL J  
C/O METRO-GOLDWYN-MAYER STUDIOS INC.  
10250 CONSTELLATION BOULEVARD  
LOS ANGELES, CA 90067-6241

SEVP  
and CFO

**Signatures**

William a. Jones, Attorney in Fact for Daniel J.  
Taylor

04/08/2005

        \*\*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.

(2) Includes 9,259 shares previously owned indirectly through the issuer's 401(k) plan.

The options, which provided for vesting in five equal annual installments were cancelled in the merger in exchange for cash payments  
(3) 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).

The options, which provided for vesting in five equal annual installments were accelerated and cancelled in the merger in exchange for  
(4) 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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