

KERKORIAN KIRK

Form 4

April 11, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRACINDA CORP

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)
150 SOUTH RODEO DRIVE,
SUITE 250

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
BEVERLY HILLS, CA 90212

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock	04/08/2005		D	144,290,996	D \$ 12 0	D ⁽¹⁾	
Common stock	04/08/2005		D	19,758,648	D \$ 12 0	I	See note <u>(2)</u>
Common stock	04/08/2005		D	10,000,000	D \$ 12 0	D ⁽³⁾	

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**

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Deriv Secur Benefi Own Follo Repo Trans (Instr.
				Code	V	(A)	(D)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRACINDA CORP
150 SOUTH RODEO DRIVE, SUITE 250
BEVERLY HILLS, CA 90212

X

KERKORIAN KIRK
150 SOUTH RODEO DRIVE, SUITE 250
BEVERLY HILLS 90212

Director and 10% Owner

/s/Anthony L Mandekic, Secretary/Treasurer, on behalf of Tracinda Corporation

04/08/2005

****Signature of Reporting Person**

Date _____

/s/Anthony L. Mandekic, Attorney-in-fact, for Kirk Kerkorian (See Remarks)

04/08/2005

****Signature of Reporting Person**

Date _____

* 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) These shares are owned directly by Tracinda, but may also be deemed to be beneficially owned by Kirk Kerkorian.

(2) These shares are owned directly by 250 Rodeo, Inc., a corporation wholly owned by Tracinda and Kirk Kerkorian, and may also be deemed to be beneficially owned by them.

(3) Shares directly owned by Kirk Kerkorian.

Remarks:

Signature of Other Reporting Person. Power of Attorney previously filed as Exhibit 7.10 to the Schedule 13D, filed by Tracina and Kirk Kerkorian on November 18, 1997.

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.