

JOHNSON MARIANNE BOYD
Form 4
November 16, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
JOHNSON MARIANNE BOYD

2. Issuer Name and Ticker or Trading Symbol
BOYD GAMING CORP [BYD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2010

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and Executive VP

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/15/2010 | | J | | 48,883 | D | \$ 0 (1) |
| | | | | | | | 1,568,262 |
| | | | | | | | I |
| | | | | | | | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | J | | 1,528 | D | \$ 0 (3) |
| | | | | | | | 1,566,734 |
| | | | | | | | I |
| | | | | | | | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | J | | 34,111 | D | \$ 0 (4) |
| | | | | | | | 1,532,623 |
| | | | | | | | I |
| | | | | | | | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | J | | 34,111 | D | \$ 0 (5) |
| | | | | | | | 1,498,512 |
| | | | | | | | I |
| | | | | | | | By Limited Partnership |

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| | | | | | | | | | |
|--------------|------------|---|---------|---|---------------------|-----------|---|--|-------------------------------|
| | | | | | | | | | * (2) |
| Common Stock | 11/15/2010 | J | 34,111 | D | <u>\$ 0</u> (6) | 1,464,401 | I | | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | J | 93,899 | D | <u>\$ 0</u> (7) | 0 | I | | By Annuity Trust * (8) |
| Common Stock | 11/15/2010 | J | 121,077 | D | <u>\$ 0</u> (9) | 1,542,339 | I | | By Limited Partnership * (10) |
| Common Stock | 11/15/2010 | J | 3,784 | D | <u>\$ 0</u> (11) | 1,538,555 | I | | By Limited Partnership * (10) |
| Common Stock | 11/15/2010 | J | 84,489 | D | <u>\$ 0</u> (12) | 1,454,066 | I | | By Limited Partnership * (10) |
| Common Stock | 11/15/2010 | J | 84,489 | D | <u>\$ 0</u> (13) | 1,369,577 | I | | By Limited Partnership * (10) |
| Common Stock | 11/15/2010 | J | 84,489 | D | <u>\$ 0</u> (14) | 1,285,088 | I | | By Limited Partnership * (10) |
| Common Stock | 11/15/2010 | J | 128,163 | D | <u>\$ 0</u> (15) | 0 | I | | By Annuity Trust * (16) |
| Common Stock | 11/15/2010 | J | 192,718 | D | <u>\$ 0</u> (17) | 1,103,395 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 192,718 | D | <u>\$ 0</u> (19) | 910,677 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 6,022 | D | <u>\$ 0</u> (20) | 904,655 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 70,282 | D | <u>\$ 0</u> (21) | 834,373 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 70,282 | D | <u>\$ 0</u> (22) | 764,091 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 70,282 | D | <u>\$ 0</u> (23) | 693,809 | I | | By Limited Partnership * (18) |
| Common Stock | 11/15/2010 | J | 199,209 | D | <u>\$ 0</u> (24) | 0 | I | | By Limited Partnership |

| Common Stock | 11/15/2010 | | J | 162,099 | D | \$ 0 (26) | 103,925 | I | * (25) By Limited Partnership * (27) |
|--------------|------------|--|-----|---------|---|--------------|---------|---|--|
| Common Stock | 11/15/2010 | | G V | 94,910 | D | \$ 0 (28) | 940,090 | I | By Limited Partnership * (29) |
| Common Stock | 11/15/2010 | | G V | 75,058 | D | \$ 0 (30) | 865,032 | I | By Limited Partnership * (29) |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON MARIANNE BOYD 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169 | X | X | Vice Chairman and Executive VP | |

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd
Johnson

11/16/2010

__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) Transfer of 48,883 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-99 Limited Partnership ("BG-99 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
- (2) By the BG-99 LP, of which MBGPT, is the general partner thereof.
- (3) Transfer of 1,528 shares of Common Stock from the BG-99 LP, of which MBGPT is the general partner, to W.S.B., Inc., a wholly owned corporation of William S. Boyd.
- (4) Transfer of 34,111 shares of Common Stock from the BG-99 LP, of which MBGPT is the general partner, to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (5) Transfer of 34,111 shares of Common Stock from the BG-99 LP, of which MBGPT is the general partner, to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (6) Transfer of 34,111 shares of Common Stock from the BG-99 LP, of which MBGPT is the general partner, to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (7) Transfer of 93,899 shares of Common Stock from BG-99 GRAT 3, of which the reporting person is the trustee, to William S. Boyd, the settlor of BG-99 GRAT 3. **
- (8) By the BG-99 GRAT 3, of which the reporting person is the trustee.
- (9) Transfer of 121,077 shares of Common Stock from the BG-01 Limited Partnership ("BG-01 LP") of which MBGPT is the general partner, to the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (10) By the BG-01 LP, of which MBGPT, is the general partner thereof.
- (11) Transfer of 3,784 shares of Common Stock from the BG-01 LP to W.S.B., Inc., a wholly owned corporation of William S. Boyd
- (12) Transfer of 84,489 shares of Common Stock from the BG-01 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (13) Transfer of 84,489 shares of Common Stock from the BG-01 LP to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (14) Transfer of 84,489 shares of Common Stock from the BG-01 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (15) Transfer of 128,163 shares of Common Stock from BG-01 GRAT 3 to William S. Boyd, the settlor of BG-01 GRAT 3. **
- (16) By the BG-01 GRAT 3, of which the reporting person is the trustee.
- (17) Transfer of 192,718 shares of Common Stock from the BG-02 Limited Partnership ("BG-02 LP") of which MBGPT is the general partner, to the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (18) By the BG-02 LP, of which MBGPT, is the general partner thereof.
- (19) Transfer of 192,718 shares of Common Stock from BG-02 LP to the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.

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- (20) Transfer of 6,022 shares of Common Stock from the BG-02 LP to W.S.B., Inc., a wholly owned corporation of William S. Boyd
- (21) Transfer of 70,282 shares of Common Stock from the BG-02 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (22) Transfer of 70,282 shares of Common Stock from the BG-02 LP to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (23) Transfer of 70,282 shares of Common Stock from the BG-02 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (24) Transfer of 199,209 shares of Common Stock from BG-02 GRAT 2 to William S. Boyd, the settlor of BG-01 GRAT 2. **
- (25) By the BG-02 GRAT 2, of which the reporting person is the trustee.
- (26) Transfer of 162,099 shares of Common Stock from BG-02 GRAT 3 to William S. Boyd, the settlor of BG-02 GRAT 3. **
- (27) By the BG-02 GRAT 3, of which the reporting person is the trustee.
- (28) Gift of 94,910 shares of Common Stock from BG-09 LP, of which each of MBGPT and the William S. Boyd Gaming Properties Trust ("WSBGPT") are the general partners, to the BG-09 Grantor Retained Annuity Trust 1 ("BG-09 GRAT 1"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (29) By the BG-09 LP, of which MBGPT and WSBGPT are the general partners thereof.
- (30) Gift of 75,058 shares of Common Stock from BG-09 LP to the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.

Remarks:

* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities that

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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