

BOYD WILLIAM S  
Form 4  
November 16, 2010

**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 \*  
**BOYD WILLIAM S**

(Last) (First) (Middle)

**3883 HOWARD HUGHES  
PARKWAY, NINTH FLOOR**

(Street)

**LAS VEGAS, NV 89169**

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman & Director**

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		93,899	A	\$ 0 (1)	17,554,575	I	By Trust ** (2)
Common Stock	11/15/2010		J		128,163	A	\$ 0 (3)	17,682,738	I	By Trust ** (2)
Common Stock	11/15/2010		J		199,209	A	\$ 0 (4)	17,881,947	I	By Trust ** (2)
Common Stock	11/15/2010		J		162,099	A	\$ 0 (5)	18,044,046	I	By Trust ** (2)
Common Stock	11/15/2010		J		94,910	A	\$ 0 (6)	18,138,956	I	By Trust ** (2)

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Common Stock	11/15/2010		J	51,861	A	<u>\$ 0</u> (7)	18,190,817	I	By Trust ** (2)
Common Stock	11/15/2010		J	1,528	A	<u>\$ 0</u> (8)	65,609	I	By Corporation ** (9)
Common Stock	11/15/2010		J	3,784	A	<u>\$ 0</u> (10)	69,393	I	By Corporation ** (9)
Common Stock	11/15/2010		J	6,022	A	<u>\$ 0</u> (11)	75,415	I	By Corporation ** (9)
Common Stock	11/15/2010		G V	1,977	A	<u>\$ 0</u> (12)	77,392	I	By Corporation ** (9)
Common Stock							28,000	I	By Corporation (13)
Common Stock							837,252	I	By Limited Partnership ** (14)
Common Stock							153,117	I	By Spouse **
Common Stock							73,620	D	

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

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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 Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number



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- (13) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.
- (14) By BG-09 Limited Partnership, of which each of WSBGPT and MBGPT are the general partners thereof. The balance reflects the transfers reported herein as well as the gifts of 195,771 shares of the issuer's common stock, reported by Marianne Boyd Johnson on the date hereof, on behalf of MBGPT, the other general partner of BG-09 Limited Partnership.

### Remarks:

\* Each transfer by the Grantor Retained Annuity Trust is made pursuant to the provisions of the applicable trust agreement and

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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