

BOYD GAMING CORP  
Form 4  
May 20, 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 \*  
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

2950 INDUSTRIAL ROAD

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2005

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)  
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |  |
| Common Stock                    | 05/19/2005                           |  | M                              |   | 33,333 A \$ 14.23   | D  |  |
| Common Stock                    | 05/19/2005                           |  | S                              |   | 27,300 D \$ 55  | D  |  |
| Common Stock                    | 05/19/2005                           |  | S                              |   | 3,800 D \$ 55.01  | D  |  |
| Common Stock                    | 05/19/2005                           |  | S                              |   | 500 D \$ 55.04  | D  |  |
| Common Stock                    | 05/19/2005                           |  | S                              |   | 1,733 D \$ 55.17  | D  |  |

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|              |           |   |                               |
|--------------|-----------|---|-------------------------------|
| Common Stock | 1,788,117 | I | By Trust <sup>(1)</sup>       |
| Common Stock | 26,861    | I | By Trust * <sup>(2)</sup>     |
| Common Stock | 26,861    | I | By Trust * <sup>(3)</sup>     |
| Common Stock | 25,571    | I | By Trust * <sup>(4)</sup>     |
| Common Stock | 26,861    | I | By Trust * <sup>(5)</sup>     |
| Common Stock | 26,861    | I | By Trust * <sup>(6)</sup>     |
| Common Stock | 25,371    | I | By Trust * <sup>(7)</sup>     |
| Common Stock | 11,463    | I | By Trust * <sup>(5) (8)</sup> |
| Common Stock | 91,324    | I | By Trust * <sup>(9)</sup>     |

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 14.23   | 05/19/2005                           |  | M                              | 33,333  | <sup>(10)</sup> 05/15/2013                               | Common Stock  | 33,333                     |  |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| JOHNSON MARIANNE BOYD<br>2950 INDUSTRIAL ROAD<br>LAS VEGAS, NV 89109 | X             |           | Senior Vice President |       |

## Signatures

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

05/20/2005

\_\_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) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (2) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (3) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (4) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the T'Mir Elizabeth Boyd Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (9) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (10) Options granted under BGC 2002 Flexible Stock Option Plan. Vesting Plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.

### Remarks:

- \* Reporting person disclaims any beneficial ownership in these shares.

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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