

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 *
LANDAU ELLIS

(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)
Executive V.P. & CFO

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	05/19/2005		M		37,367	A	\$ 17.21
Common Shares	05/19/2005		M		33,334	A	\$ 14.23
Common Stock	05/19/2005		S		50,701	D	\$ 55
Common Stock	05/19/2005		S		900	D	\$ 55.01
Common Stock	05/19/2005		S		200	D	\$ 55.03

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Common Stock	05/19/2005	S	1,100	D	\$ 55.04	142,800	D
Common Stock	05/19/2005	S	700	D	\$ 55.05	142,100	D
Common Stock	05/19/2005	S	300	D	\$ 55.06	141,800	D
Common Stock	05/19/2005	S	600	D	\$ 55.07	141,200	D
Common Stock	05/19/2005	S	200	D	\$ 55.08	141,000	D
Common Stock	05/19/2005	S	100	D	\$ 55.09	140,900	D
Common Stock	05/19/2005	S	1,200	D	\$ 55.1	139,700	D
Common Stock	05/19/2005	S	500	D	\$ 55.11	139,200	D
Common Stock	05/19/2005	S	100	D	\$ 55.12	139,100	D
Common Stock	05/19/2005	S	100	D	\$ 55.13	139,000	D
Common Stock	05/19/2005	S	1,200	D	\$ 55.14	137,800	D
Common Stock	05/19/2005	S	300	D	\$ 55.15	137,500	D
Common Stock	05/19/2005	S	100	D	\$ 55.16	137,400	D
Common Stock	05/19/2005	S	200	D	\$ 55.18	137,200	D
Common Stock	05/19/2005	S	1,000	D	\$ 55.19	136,200	D
Common Stock	05/19/2005	S	700	D	\$ 55.2	135,500	D
Common Stock	05/19/2005	S	500	D	\$ 55.21	135,000	D
Common Stock	05/19/2005	S	300	D	\$ 55.24	134,700	D
Common Stock	05/19/2005	S	400	D	\$ 55.25	134,300	D
Common Stock	05/19/2005	S	1,600	D	\$ 55.26	132,700	D
	05/19/2005	S	1,500	D		131,200	D

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Common Stock					\$					55.28	
Common Stock	05/19/2005		S	500	D	\$				130,700	D
						55.29					

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. SEC 1474 (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)	\$ 17.21	05/19/2005		M	37,367	<u>(1)</u> 09/05/2012	Common Stock	37,367	
Employee Stock Option (Right to Buy)	\$ 14.23	05/19/2005		M	33,334	<u>(2)</u> 05/15/2013	Common Stock	33,334	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDAU ELLIS 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109			Executive V.P. & CFO	

Signatures

Ellis Landau

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) Options granted under BGC 1993 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.
 - (2) 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:

THIS IS THE FIRST OF TWO FORMS 4 FILED BY REPORTING PERSON ON THE SAME DATE FOR TRANSACTION

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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