

JOHNSON MARIANNE BOYD
Form 4
January 27, 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

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Street)
LAS VEGAS, NV 89169

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2010		J		92,676	D	\$ 0 (1)	1,814,462	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		92,676	D	\$ 0 (3)	1,721,786	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		2,896	D	\$ 0 (4)	1,718,890	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		33,788	D	\$ 0 (5)	1,685,102	I	By Limited Partnership

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									* (2)
Common Stock	01/25/2010	J	33,788	D	<u>\$ 0</u> (6)	1,651,314	I		By Limited Partnership * (2)
Common Stock	01/25/2010	J	33,788	D	<u>\$ 0</u> (7)	1,617,526	I		By Limited Partnership * (2)
Common Stock	01/25/2010	J	381	D	<u>\$ 0</u> (8)	1,617,145	I		By Limited Partnership * (2)
Common Stock	01/25/2010	J	92,676	D	<u>\$ 0</u> (9)	0	I		By Annuity Trust * (10)
Common Stock	01/25/2010	J	78,623	D	<u>\$ 0</u> (11)	45,016	I		By Annuity Trust * (12)
Common Stock	01/25/2010	J	10,297	D	<u>\$ 0</u> (13)	2,329,321	I		By Limited Partnership * (14)
Common Stock	01/25/2010	J	322	D	<u>\$ 0</u> (15)	2,328,999	I		By Limited Partnership * (14)
Common Stock	01/25/2010	J	7,187	D	<u>\$ 0</u> (16)	2,321,812	I		By Limited Partnership * (14)
Common Stock	01/25/2010	J	7,187	D	<u>\$ 0</u> (17)	2,314,625	I		By Limited Partnership * (14)
Common Stock	01/25/2010	J	7,187	D	<u>\$ 0</u> (18)	2,307,438	I		By Limited Partnership * (14)
Common Stock	01/25/2010	J	42,910	D	<u>\$ 0</u> (19)	0	I		By Annuity Trust * (20)
Common Stock	01/25/2010	J	6,058	D	<u>\$ 0</u> (21)	1,669,474	I		By Limited Partnership * (22)
Common Stock	01/25/2010	J	6,058	D	<u>\$ 0</u> (23)	1,663,416	I		By Limited Partnership * (22)
Common Stock	01/25/2010	J	53,904	D	<u>\$ 0</u> (24)	6,058	I		By Annuity Trust * (25)
Common Stock	01/25/2010	J	107,312	D	<u>\$ 0</u> (26)	7,086	I		By Annuity Trust * (27)
Common Stock	01/25/2010	J	9,850	D	<u>\$ 0</u> (28)	1,542,199	I		By Limited Partnership

								* (29)	
Common Stock	01/25/2010		J	9,850	D	\$ 0 (30)	1,532,349	I	By Limited Partnership * (29)
Common Stock	01/25/2010		J	75,596	D	\$ 0 (31)	1,456,753	I	By Limited Partnership * (29)

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 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	Executive Vice President	

Signatures

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

01/27/2010

__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 92,676 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 2 ("BG-99 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. 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 92,676 shares of Common Stock from BG-99 LP 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.
- (4) Transfer of 2,896 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.
- (5) Transfer of 33,788 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.
- (6) Transfer of 33,788 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.
- (7) Transfer of 33,788 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.
- (8) Transfer of 381 shares of Common Stock from BG-99 LP to 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.
- (9) Transfer of 92,676 shares of Common Stock from BG-99 GRAT 2, of which the reporting person is the trustee, to William S. Boyd, the settlor of BG-99 GRAT 2. **
- (10) By the BG-99 GRAT 2, of which the reporting person is the trustee.
- (11) Transfer of 78,623 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. **
- (12) By the BG-99 GRAT 3, of which the reporting person is the trustee.
- (13) Transfer of 10,297 shares of Common Stock from the BG-00 Limited Partnership ("BG-00 LP") of which MBGPT is the general partner, to the BG-00 Grantor Retained Annuity Trust 3 ("BG-00 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.
- (14) By the BG-00 LP, of which MBGPT, is the general partner thereof.
- (15) Transfer of 322 shares of Common Stock from the BG-00 LP to W.S.B., Inc., a wholly owned corporation of William S. Boyd
- (16) Transfer of 7,187 shares of Common Stock from the BG-00 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (17) Transfer of 7,187 shares of Common Stock from the BG-00 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.
- (18) Transfer of 7,187 shares of Common Stock from the BG-00 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (19) Transfer of 42,910 shares of Common Stock from BG-00 GRAT 3 to William S. Boyd, the settlor of BG-00 GRAT 3. **
- (20) By the BG-00 GRAT 3, of which the reporting person is the trustee.
- (21) Transfer of 6,058 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 2 ("BG-01 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.

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- (22) By the BG-01 LP, of which MBGPT, is the general partner thereof.
- (23) Transfer of 6,058 shares of Common Stock from BG-01 LP 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.
- (24) Transfer of 53,904 shares of Common Stock from BG-01 GRAT 2 to William S. Boyd, the settlor of BG-01 GRAT 2. **
- (25) By the BG-01 GRAT 2, of which the reporting person is the trustee.
- (26) Transfer of 107,312 shares of Common Stock from BG-01 GRAT 3 to William S. Boyd, the settlor of BG-01 GRAT 3. **
- (27) By the BG-01 GRAT 3, of which the reporting person is the trustee.
- (28) Transfer of 9,850 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.
- (29) By the BG-02 LP, of which MBGPT, is the general partner thereof.
- (30) Transfer of 9,850 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.
- (31) Transfer of 75,596 shares of Common Stock from BG-02 LP to the BG-02 Grantor Retained Annuity Trust 1 ("BG-02 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.

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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