

BOYD GAMING CORP  
Form 4  
March 10, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOYD WILLIAM S**

(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)  
03/09/2005

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)

Chief Executive Officer

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)
Common Stock	03/09/2005		M	140,000	A \$ 13.625	14,205,779	I Trust <sup>(1)</sup>
Common Stock	03/09/2005		M	50,000	A \$ 11.5	14,255,779	I Trust <sup>(1)</sup>
Common Stock						34,245	I Corporation <sup>(2)</sup>
Common Stock						28,000	I Corporation <sup>(3)</sup>
Common Stock						761,178	I Limited Partnership <sup>(4)</sup>

Edgar Filing: BOYD GAMING CORP - Form 4

Common Stock		2,064,010	I	Limited Partnership <u>(5)</u>
Common Stock		2,591,207	I	Limited Partnership <u>(6)</u>
Common Stock		229,808	I	Annuity Trust <u>(7)</u>
Common Stock		262,554	I	Annuity Trust <u>(8)</u>
Common Stock		109,243	I	Annuity Trust <u>(9)</u>
Common Stock		114,768	I	Annuity Trust <u>(10)</u>
Common Stock		12,934	I	Annuity Trust <u>(11)</u>
Common Stock		23,712	I	Annuity Trust <u>(12)</u>
Common Stock		2,608,686	I	Limited Partnership <u>(13)</u>
Common Stock		2,664,178	I	Limited Partnership <u>(14)</u>
Common Stock		12,801	I	Annuity Trust <u>(15)</u>
Common Stock		22,545	I	Annuity Trust <u>(16)</u>
Common Stock		9,920	I	Annuity Trust <u>(17)</u>
Common Stock		17,421	I	Annuity Trust <u>(18)</u>

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
------------------------	---------------	--------------------------------------	-------------------------------	----------------	-------------------------	---	--

## Edgar Filing: BOYD GAMING CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 13.625	03/09/2005	M			140,000	<u>(19)</u>	04/21/2005	Common Stock	140,000
Employee Stock Option (Right to Buy)	\$ 11.5	03/09/2005	M			50,000	<u>(19)</u>	08/28/2006	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X	X	Chief Executive Officer	

## Signatures

William S. Boyd                      03/09/2005

\_\_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 William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (2) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (3) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.
- (4) By W.M. Limited Partnership, of which W.S.B., Inc. is general partner.
- (5) By BG-99 Limited Partnership, of which W.S.B., Inc. is general partner.
- (6) By BG-00 Limited Partnership, of which W.S.B., Inc. is general partner.
- (7) By William S. Boyd Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (8) By William S. Boyd Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (9) By BG-99 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (10) By BG-99 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.

## Edgar Filing: BOYD GAMING CORP - Form 4

- (11) By BG-00 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (12) By BG-00 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (13) By BG-01 Limited Partnership, of which W.S.B., Inc. is general partner.
- (14) By BG-02 Limited Partnership, of which W.S.B., Inc. is general partner.
- (15) By BG-01 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (16) By BG-01 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (17) By BG-02 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (18) By BG-02 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (19) Options granted under Boyd Gaming Corporation 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.