

JOHNSON MARIANNE BOYD
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 *
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)
11/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and Executive VP

(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 | 11/15/2010 | | G | V 1,977 D \$ 0 (1) | 863,055 | I | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | G | V 8,601 D \$ 0 (3) | 854,454 | I | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | G | V 8,601 D \$ 0 (4) | 845,853 | I | By Limited Partnership * (2) |
| Common Stock | 11/15/2010 | | G | V 8,601 D \$ 0 (5) | 837,252 | I | By Limited Partnership |

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| | | | | | | | | * (2) |
|--------------|------------|---|--------|---|-------------|-----------|---|-------------------------------|
| Common Stock | 11/15/2010 | J | 94,910 | D | \$ 0 (6) | 0 | I | By Annuity Trust * (7) |
| Common Stock | 11/15/2010 | J | 51,861 | D | \$ 0 (8) | 23,197 | I | By Annuity Trust * (9) |
| Common Stock | | | | | | 1,772,108 | I | By Trust (10) |
| Common Stock | | | | | | 91,324 | I | By Trust * (11) |
| Common Stock | | | | | | 130,247 | I | By Trust * (12) |
| Common Stock | | | | | | 31,529 | I | By Trust * (13) |
| Common Stock | | | | | | 31,529 | I | By Trust * (14) |
| Common Stock | | | | | | 30,239 | I | By Trust * (15) |
| Common Stock | | | | | | 31,529 | I | By Trust * (16) |
| Common Stock | | | | | | 31,529 | I | By Trust * (17) |
| Common Stock | | | | | | 30,039 | I | By Trust * (18) |
| Common Stock | | | | | | 16,131 | I | By Trust * (19) |
| Common Stock | | | | | | 722,353 | I | By Limited Partnership * (20) |
| Common Stock | | | | | | 2,307,438 | I | By Limited Partnership * (21) |
| Common Stock | | | | | | 110,354 | 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)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | Vice Chairman and Executive VP | |

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson 11/16/2010

**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) Gift of 1,977 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BTG-09 Limited Partnership ("BG-09 LP") of which each of The Marianne Boyd Gaming Properties Trust ("MBGPT") and The William S. Boyd Gaming Properties Trust ("WSBGPT") are the general partners, to W.S.B., Inc., a wholly owned corporation of William S. Boyd.
- (2) By the BG-09 LP, of which MBGPT and WSBGPT are the general partners thereof.
- (3) Gift of 8,601 shares of Common Stock from the BG-09 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (4) Gift of 8,601 shares of Common Stock from the BG-09 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.
- (5) Gift of 8,601 shares of Common Stock from the BG-09 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (6) Transfer of 94,910 shares of Common Stock from BG-09 Grantor Retained Annuity Trust 1 ("BG-09 GRAT1") to William S. Boyd, the settlor of BG-09 GRAT 1. **
- (7) By the BG-09 GRAT 1, of which the reporting person is the trustee.
- (8) Transfer of 51,8861 shares of Common Stock from BG-09 GRAT 2 to William S. Boyd, the settlor of BG-09 GRAT 2. **
- (9) By the BG-09 GRAT 2, of which the reporting person is the trustee.

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- (10) By the Marianne Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (11) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (12) By the William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the Trustee.
- (13) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (14) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (15) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (16) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (17) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (20) By the WM LP, of which MBGPT, is the general partner thereof.
- (21) By the BG-00 LP, of which MBGPT, is the general partner thereof.

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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