

AMERISTAR CASINOS INC
Form 4
August 14, 2013

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 *
KANOFSKY GORDON

2. Issuer Name and Ticker or Trading Symbol
AMERISTAR CASINOS INC
[ASCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
16633 VENTURA BOULEVARD,
SUITE 1050

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

(Street)
ENCINO, CA 91436

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 | 08/13/2013 | | D | | 203,967 | D | | \$ 26.50 (1) | | D | |
| Common Stock | 08/13/2013 | | D | | 135,993 | D | | \$ 26.50 (2) | | I | Family Trust (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 22.87 | 08/13/2013 | | D | | 67,866 | (4) | 12/15/2015 | Common Stock | 67,866 |
| Employee Stock Option (Right to Buy) | \$ 22.09 | 08/13/2013 | | D | | 58,870 | (4) | 07/29/2021 | Common Stock | 58,870 |
| Employee Stock Option (Right to Buy) | \$ 21.3 | 08/13/2013 | | D | | 73,744 | (4) | 12/16/2014 | Common Stock | 73,744 |
| Employee Stock Option (Right to Buy) | \$ 18.62 | 08/13/2013 | | D | | 65,750 | (4) | 07/31/2019 | Common Stock | 65,750 |
| Employee Stock Option (Right to Buy) | \$ 17.62 | 08/13/2013 | | D | | 294,830 | (4) | 11/21/2021 | Common Stock | 294,830 |
| Employee Stock Option (Right to Buy) | \$ 16.68 | 08/13/2013 | | D | | 162,100 | (4) | 07/25/2022 | Common Stock | 162,100 |
| Employee Stock Option (Right to Buy) | \$ 15.62 | 08/13/2013 | | D | | 61,610 | (4) | 07/30/2020 | Common Stock | 61,610 |

Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|-----|------------|-----------------|--------|
| Option (Right to Buy) | \$ 12.57 | 08/13/2013 | D | 67,600 | (4) | 07/25/2018 | Common Stock | 67,600 |
|-----------------------------|----------|------------|---|--------|-----|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|------------|------------|---|--------|-----|------------|-----------------|--------|
| Option (Right to Buy) | \$ 11.5275 | 08/13/2013 | D | 48,340 | (4) | 12/11/2013 | Common Stock | 48,340 |
|-----------------------------|------------|------------|---|--------|-----|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KANOFSKY GORDON 16633 VENTURA BOULEVARD, SUITE 1050 ENCINO, CA 91436 | X | | CEO | |

Signatures

/s/ Peter C. Walsh,
Attorney-in-Fact

08/14/2013

**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) Pursuant to the terms of the issuer's applicable stock incentive plans and the terms of the Agreement and Plan of Merger (the "Merger") among the issuer, Pinnacle Entertainment, Inc., and certain affiliates of Pinnacle, vesting of restricted stock units included in these securities (if not already vested) was accelerated and such units were cancelled in the Merger in exchange for a cash payment equal to \$26.50, the price payable by the acquirer in the Merger (the "Merger Price") for each share receivable in respect of such units.

(2) Pursuant to the Merger, all outstanding shares of common stock of the issuer were cancelled in exchange for the right to receive the Merger Price in cash.

(3) Securities owned by the Kanofsky Family Trust dated 1-27-98, of which Mr. Kanofsky and his spouse are co-trustees.

(4) Pursuant to the issuer's applicable stock incentive plans and the terms of the Merger, vesting of these options (if not already vested) was accelerated and such options were cancelled in the Merger in exchange for a cash payment, per share, equal to the difference between the Merger Price and the exercise price of the option.

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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