

JOHNSON MARIANNE BOYD
Form 4
May 10, 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)
05/06/2010

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) | (A) or (D) | Price | 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 | 05/06/2010 | | M | 5,000 | A | \$ 4.55 | 1,779,625 | I | By Trust (1) |
| Common Stock | 05/06/2010 | | M | 29,787 | A | \$ 6.6 | 1,809,412 | I | By Trust (1) |
| Common Stock | 05/06/2010 | | S | 4,400 | D | \$ 13 | 1,805,012 | I | By Trust (1) |
| Common Stock | 05/06/2010 | | S | 3,000 | D | \$ 13 | 1,802,012 | I | By Trust (1) |
| Common Stock | 05/06/2010 | | S | 2,468 | D | \$ 13.01 | 1,799,544 | I | By Trust (1) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|------------------------|
| Common Stock | 05/06/2010 | S | 1,500 | D | \$ 13.01 | 1,798,044 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,000 | D | \$ 13.01 | 1,797,044 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 4,800 | D | \$ 13.02 | 1,792,244 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 400 | D | \$ 13.02 | 1,791,844 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 3,100 | D | \$ 13.03 | 1,788,744 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,900 | D | \$ 13.04 | 1,786,844 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,901 | D | \$ 13.05 | 1,784,943 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 500 | D | \$ 13.05 | 1,784,443 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,574 | D | \$ 13.06 | 1,782,869 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 500 | D | \$ 13.06 | 1,782,369 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 2,849 | D | \$ 13.06 | 1,779,520 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 400 | D | \$ 13.07 | 1,779,120 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 200 | D | \$ 13.08 | 1,778,920 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 285 | D | \$ 13.09 | 1,778,635 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,310 | D | \$ 13.16 | 1,777,325 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 100 | D | \$ 13.17 | 1,777,225 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 300 | D | \$ 13.19 | 1,776,925 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 200 | D | \$ 13.19 | 1,776,725 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 1,200 | D | \$ 13.2 | 1,775,525 | I | By Trust <u>(1)</u> |
| Common Stock | 05/06/2010 | S | 900 | D | \$ 13.21 | 1,774,625 | I | By Trust <u>(1)</u> |
| | | | | | | 91,324 | I | |

| | | | | | | |
|--------------|--|--|--|---------|---|-------------------|
| Common Stock | | | | | | By Trust * (4) |
| Common Stock | | | | 130,247 | I | By Trust * (5) |

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) | \$ 4.55 | 05/06/2010 | | M | 5,000 | (2) 10/11/2011 | Common Stock | 5,000 | |
| Employee Stock Option (Right to Buy) | \$ 6.6 | 05/06/2010 | | M | 29,787 | (3) 11/04/2018 | Common Stock | 29,787 | |

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

05/10/2010

__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) By the Marianne Boyd Gaming Properties Trust (MBGPT), excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership, BG-02 Limited Partnership and BG-09 Limited Partnership.
- (2) Options granted under Boyd Gaming Corporation's 1996 Stock Incentive 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.
- (3) Options granted under Boyd Gaming Corporation's 2002 Stock Incentive 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.
- (4) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (5) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.

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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