#### **BOYD GAMING CORP**

Form 4

January 06, 2015

# 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

(Print or Type Responses)

(City)

1. Title of

Security

(Instr. 3)

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

(First) (Middle) (Last)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

(State)

(Month/Day/Year)

LAS VEGAS, NV 89169

2. Transaction Date 2A. Deemed

(Zip)

Execution Date, if

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

BOYD GAMING CORP [BYD]

3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities TransactionAcquired (A) or

Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

Security

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

2005 Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

Expires:

0.5

January 31,

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

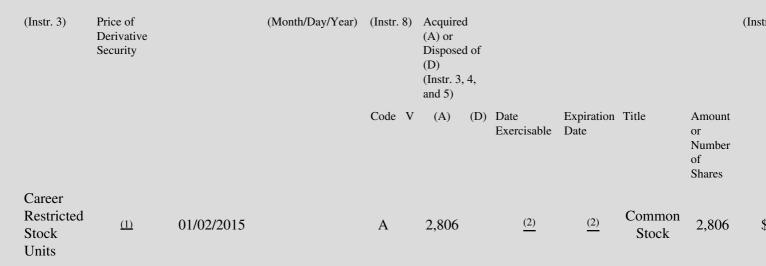
(9-02)

Indirect

Deri

Secu

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM R 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X		Vice President	

## **Signatures**

Brian A. Larson, Attorney-in-Fact for William R.
Boyd
01/06/2015

\*\*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).
- The Career Restricted Stock Units were granted to the Reporting Person for no consideration pursuant to the Issuer's Career Shares

  (1) Program under its 2012 Stock Incentive Plan. Each Career Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock.
  - The Career Restricted Stock Units will be paid out in shares of Issuer common stock at the time of retirement based upon the Reporting Person's/grantee's attained age and years of continuous service at the time of retirement. To receive any payout under the Career Shares Program, grantees must be at least years 55 years old and must have been continually employed by the Issuer for a minimum of 10 years.
- Retirement after 10 years of service will entitle a grantee to 50 percent of his or her Career Restricted Stock Units. This increases to 75 percent after 15 years and 100 percent following 20 years of employment. In the event of grantee's death or permanent disability, or following a change in control of Issuer, the grantee will be deemed to have attained age 55 and the Career Restricted Stock Units will immediately vest and convert into shares of Issuer common stock based on the grantee's years of continuous service through the date of death, termination resulting from permanent disability or the change in control, as applicable.

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.

Reporting Owners 2