

JOHNSON MARIANNE BOYD  
Form 4  
January 27, 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)  
01/25/2010

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)	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	01/25/2010		J		75,596	D	\$ 0 (1)	1,381,157	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		75,596	D	\$ 0 (3)	1,305,561	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		2,362	D	\$ 0 (4)	1,303,199	I	By Limited Partnership * (2)
Common Stock	01/25/2010		J		2,362	D	\$ 0 (5)	1,300,837	I	By Limited Partnership

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								* (2)
Common Stock	01/25/2010	J	2,362	D	<u>\$ 0</u> (6)	1,298,475	I	By Limited Partnership * (2)
Common Stock	01/25/2010	J	2,362	D	<u>\$ 0</u> (7)	1,296,113	I	By Limited Partnership * (2)
Common Stock	01/25/2010	J	75,596	D	<u>\$ 0</u> (8)	0	I	By Aunity Trust * (9)
Common Stock	01/25/2010	J	141,173	D	<u>\$ 0</u> (10)	6,491	I	By Annuity Trust * (11)
Common Stock	01/25/2010	J	135,727	D	<u>\$ 0</u> (12)	73,306	I	By Annuity Trust * (13)
Common Stock						1,774,625	I	By Trust (14)
Common Stock						91,324	I	By Trust * (15)
Common Stock						130,247	I	By Trust * (16)
Common Stock						31,529	I	By Trust * (17)
Common Stock						31,529	I	By Trust * (18)
Common Stock						30,239	I	By Trust * (19)
Common Stock						31,529	I	By Trust * (20)
Common Stock						31,529	I	By Trust * (21)
Common Stock						30,039	I	By Trust * (22)
Common Stock						16,131	I	By Trust * (23)
Common Stock						1,035,000	I	By Limited Partnership * (24)
Common Stock						90,144	D	

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**

SEC 1474  
(9-02)

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 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 Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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  
01/27/2010

\*\*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) Transfer of 75,596 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Limited Partnership ("BG-02 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
  - (2) By the BG-02 LP, of which MBGPT, is the general partner thereof.
  - (3) Transfer of 75,596 shares of Common Stock from BG-02 LP to the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
  - (4) Transfer of 2,362 shares of Common Stock from the BG-02 LP to W.S.B., Inc., a wholly owned corporation of William S. Boyd.
  - (5)

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Transfer of 2,362 shares of Common Stock from the BG-02 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.

- (6) Transfer of 2,362 shares of Common Stock from the BG-02 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.
- (7) Transfer of 2,362 shares of Common Stock from the BG-02 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (8) Transfer of 75,596 shares of Common Stock from BG-02 GRAT 1 to William S. Boyd, the settlor of BG-02 GRAT 1. \*\*
- (9) By the BG-02 GRAT 1, of which the reporting person is the trustee.
- (10) Transfer of 141,173 shares of Common Stock from BG-02 GRAT 2 to William S. Boyd, the settlor of BG-02 GRAT 2. \*\*
- (11) By the BG-02 GRAT 2, of which the reporting person is the trustee.
- (12) Transfer of 135,727 shares of Common Stock from BG-02 GRAT 3 to William S. Boyd, the settlor of BG-02 GRAT 3. \*\*
- (13) By the BG-02 GRAT 3, of which the reporting person is the trustee.
- (14) By the 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.
- (15) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (16) By the William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the Trustee.
- (17) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (20) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (21) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (22) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (23) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (24) By BG-09 Limited Partnership, of which each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners 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.

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.