

JOHNSON MARIANNE BOYD

Form 4

March 16, 2018

**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

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

3883 HOWARD HUGHES  
PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BOYD GAMING CORP [BYD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 03/14/2018                              |   | M                                    | 21,757 A  | \$ 11.57 252,930   | D   |   |
| Common<br>Stock                       | 03/14/2018                              |   | S                                    | 21,757 D  | \$ 33.8742 231,173   | D   |   |
| Common<br>Stock                       | 03/14/2018                              |   | M                                    | 17,006 A  | \$ 6.7 248,179   | D   |   |
| Common<br>Stock                       | 03/14/2018                              |   | S                                    | 17,006 D  | \$ 33.8742 231,173   | D   |   |
|                                       | 03/14/2018                              |   | M                                    | 51,020 A  | \$ 9.86 282,193  | D   |   |

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Common  
Stock

|                 |            |   |        |   |                      |           |   |                                    |
|-----------------|------------|---|--------|---|----------------------|-----------|---|------------------------------------|
| Common<br>Stock | 03/14/2018 | S | 51,020 | D | \$<br>33.8742<br>(1) | 231,173   | D |                                    |
| Common<br>Stock |            |   |        |   |                      | 39,439    | I | By Trust * (4)                     |
| Common<br>Stock |            |   |        |   |                      | 39,439    | I | By Trust * (5)                     |
| Common<br>Stock |            |   |        |   |                      | 38,149    | I | By Trust * (6)                     |
| Common<br>Stock |            |   |        |   |                      | 39,439    | I | By Trust * (7)                     |
| Common<br>Stock |            |   |        |   |                      | 37,949    | I | By Trust * (8)                     |
| Common<br>Stock |            |   |        |   |                      | 24,041    | I | By Trust * (9)                     |
| Common<br>Stock |            |   |        |   |                      | 91,324    | I | By Trust *<br>(10)                 |
| Common<br>Stock |            |   |        |   |                      | 5,182,040 | I | By Limited<br>Partnership*<br>(11) |
| Common<br>Stock |            |   |        |   |                      | 1,995,778 | I | By Trust (12)                      |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |

|  |          |            |   |        |            |            |                 |        |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.57 | 03/14/2018 | M | 21,757 | <u>(3)</u> | 12/10/2024 | Common<br>Stock | 21,757 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.7   | 03/14/2018 | M | 17,006 | <u>(2)</u> | 12/07/2021 | Common<br>Stock | 17,006 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.86  | 03/14/2018 | M | 51,020 | <u>(3)</u> | 11/07/2023 | Common<br>Stock | 51,020 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| JOHNSON MARIANNE BOYD<br>3883 HOWARD HUGHES PARKWAY<br>NINTH FLOOR<br>LAS VEGAS, NV 89169 | X             |           | Executive<br>Vice<br>President |       |

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
Johnson 03/16/2018

\_\_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) This transaction was executed in multiple trades at prices ranging from \$33.75 to \$34.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) 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.
- (3) Options granted under Boyd Gaming Corporation's 2012 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 Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.

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- (9) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (10) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee
- (11) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (12) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, which are included in note (11) hereof.

### 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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