

BOYD GAMING CORP
Form 4
August 08, 2006

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 *
GAUGHAN MICHAEL J

(Last) (First) (Middle)

2950 INDUSTRIAL ROAD

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2006

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)
CEO - Coast Casinos, Inc.

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 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 | 08/07/2006 | | S ⁽¹⁾ | | 11,842,504 | D | \$ 32.4844 |
| | | | | | | | (2) |
| Common Stock | 08/07/2006 | | S ⁽³⁾ | | 3,447,501 | D | \$ 32.4844 |
| | | | | | | | 500,000 (1) |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 36.76 | 08/04/2006 | | J ⁽⁴⁾ | 150,000 | ⁽⁵⁾ 12/08/2014 | Common Stock | 150,000 | |
| Employee Stock Option (Right to Buy) | \$ 39.96 | 08/04/2006 | | J ⁽⁴⁾ | 115,000 | ⁽⁶⁾ 10/19/2015 | Common Stock | 115,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAUGHAN MICHAEL J 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109 | X | X | CEO - Coast Casinos, Inc. | |

Signatures

Brian A. Larson, Attorney-in-Fact for Michael J. Gaughan 08/08/2006

__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 an Underwriting Agreement, dated August 1, 2006 (the "Underwriting Agreement"), among the reporting person, the issuer and Deutsche Bank Securities Inc. and Lehman Brothers Inc., as representatives of the several underwriters set forth therein (collectively, the "Underwriters"), the reporting person sold 11,842,504 shares of the issuer's common stock to the Underwriters at a per share price to the public of \$33.75. The offering was effected pursuant to a registration statement filed on Form S-3ASR (No. 333-130404) under the Securities Act of 1933, as amended, by the issuer with the Securities and Exchange Commission on December 16, 2005, as supplemented to date, which includes a prospectus supplement dated August 1, 2006. The transaction closed on August 7, 2006, and closing was subject to certain conditions not within the reporting person's control. Pursuant to the terms of the Underwriting Agreement, the reporting person has granted the . . . (Continued under "Remarks")

(2) Represents the net per share proceeds of the offering to the reporting person, after applicable underwriting discounts and commissions.

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(3) Pursuant to a Stock Purchase Agreement, dated August 1, 2006 (the "Stock Purchase Agreement"), between the reporting person and the issuer, the reporting person sold 3,447,501 shares of the issuer's common stock that he owned to the issuer at a per share price of \$32.4844. The transaction closed on August 7, 2006 and closing was subject to certain conditions, including the closing of the registered public offering discussed under Note 1 above, which were not within the reporting person's control. Pursuant to the terms of the Stock Purchase Agreement, the reporting person and the issuer have agreed that, if and to the extent that the Underwriters do not exercise in full their over-allotment option described in Note 1 above, the issuer will purchase from the reporting person all of his remaining shares of issuer common stock at a price of \$32.4844 per share.

(4) Pursuant to the terms of a Unit Purchase Agreement, dated as of July 25, 2006, as amended (the "Unit Purchase Agreement"), by and among the issuer, the reporting person and certain affiliates of the issuer, the reporting person agreed to surrender for cancellation, prior to the concurrent closings of the transactions described in Notes 1 and 3 above, all options to purchase issuer common stock held by the reporting person (without additional consideration). The reporting person surrendered his options for cancellation on August 4, 2006 in accordance with the terms of the Unit Purchase Agreement.

(5) At the time of cancellation as described in Note 4 above, this option was vested and exercisable with respect to 50,000 shares.

(6) At the time of cancellation as described in Note 4 above, this option was vested and exercisable with respect to 0 shares.

Remarks:

Remarks:

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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