

BOYD GAMING CORP
 Form 4
 November 06, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
 11/04/2008

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 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 Ownership (Instr. 4)
Common Stock	11/04/2008		A	(A) or (D) A	\$ 0 (1)	D	
Common Stock					27,708	I	By Trust * (2)
Common Stock					27,708	I	By Trust * (3)
Common Stock					26,418	I	By Trust * (4)
Common Stock					27,708	I	By Trust * (5)

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Common Stock	27,708	I	By Trust * <u>(6)</u>
Common Stock	26,218	I	By Trust * <u>(7)</u>
Common Stock	12,310	I	By Trust * <u>(8)</u>
Common Stock	91,324	I	By Trust * <u>(9)</u>
Common Stock	130,247	I	By Trust * <u>(10)</u>
Common Stock	223,575	I	By Annuity Trust * <u>(11)</u>
Common Stock	109,243	I	By Annuity Trust * <u>(12)</u>
Common Stock	114,768	I	By Annuity Trust * <u>(13)</u>
Common Stock	12,934	I	By Annuity Trust * <u>(14)</u>
Common Stock	23,712	I	By Annuity Trust * <u>(15)</u>
Common Stock	3,920	I	By Annuity Trust * <u>(16)</u>
Common Stock	17,005	I	By Annuity Trust * <u>(17)</u>
Common Stock	761,178	I	By Annuity Trust * <u>(18)</u>
Common Stock	2,064,010	I	By Annuity Trust * <u>(19)</u>
Common Stock	2,591,207	I	By Annuity Trust * <u>(20)</u>
Common Stock	2,608,686	I	By Annuity Trust * <u>(21)</u>

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Common Stock	2,664,178	I	By Annuity Trust * <u>(22)</u>
Common Stock	1,698,761	I	By Trust <u>(23)</u>

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

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(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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.6	11/04/2008		A	89,360	<u>(24)</u> 11/04/2018	Common Stock	89,360	

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
11/04/2008

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) The Reporting Person was awarded 20,210 Restricted Stock Units for no consideration pursuant to the Issuer's 2002 Stock Incentive Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock upon vesting. The Restricted Stock Units will vest in full upon the third anniversary of the date of award. The Restricted Stock Units are subject to the forfeiture and other terms and conditions contained in the award agreement and the 2002 Stock Incentive Plan.
- (2) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (3) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (4) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (9) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (10) By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
- (11) By William S. Boyd Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (12) By BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (13) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (14) By BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (15) By BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (16) By BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (17) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (18) By W.M. 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.
- (19) By BG-99 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.
- (20) 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.
- (21) By BG-01 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.
- (22) By BG-02 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.
- (23) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership and BG-02 Limited Partnership, which are included in notes (18) through (22) hereof.
- (24) Options granted under the Issuer'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.

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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