JOHNSON MARIANNE BOYD

Form 4

November 08, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

BOYD GAMING CORP [BYD]

(Check all applicable)

3883 HOWARD HUGHES

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 11/04/2011

_X__ 10% Owner _X_ Director X_ Officer (give title __ Other (specify below)

Executive Vice President

PARKKWAY, NINTH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAS VEGAS, NV 89169

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities A	cquired, Disposed	l of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock	11/04/2011		F	5,345 D \$ 6.79	105,009	D	
Common Stock					1,672,108	I	By Trust (1)
Common Stock					91,324	I	By Trust *
Common Stock					130,247	I	By Trust *
Common Stock					32,642	I	By Trust *

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Common Stock	32,642	I	By Trust * (5)
Common Stock	31,352	I	By Trust * (6)
Common Stock	32,642	I	By Trust *
Common Stock	32,642	I	By Trust *
Common Stock	31,152	I	By Trust * (9)
Common Stock	17,244	I	By Trust * (10)
Common Stock	722,353	I	By Limited Partnership * (11)
Common Stock	1,464,401	I	By Limited Partnership * (12)
Common Stock	2,307,438	I	By Limited Partnership * (13)
Common Stock	1,256,155	I	By Limited Partnership * (14)
Common Stock	693,809	I	By Limited Partnership * (15)
Common Stock	837,252	I	By Limited Partnership * (16)
Common Stock	23,197	I	By Annuity Trust * (17)
Common Stock	103,925	I	By Annuity Trust * (18)

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

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

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson

11/08/2011

Date

**Signature of Reporting Person

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).
- By the Marianne Boyd Gaming Properties Trust (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.
- (2) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (3) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (4) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (5) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (6) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (10) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (11) By the W.M. Limited Partnership, of which Marianne Boyd Gaming Properties Trust ("MBGPT"), is the general partner thereof.

(12) By BG-99 Limited Partnership, of which MBGPT, is the general partner thereof.

Reporting Owners 3

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- (13) By BG-00 Limited Partnership, of which MBGPT, is the general partner thereof.
- (14) By BG-01 Limited Partnership, of which MBGPT, is the general partner thereof.
- (15) By BG-02 Limited Partnership, of which MBGPT, is the general partner thereof.
- (16) 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.
- (17) By the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the reporting person is the trustee.
- (18) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee.

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.