

BOYD WILLIAM S  
Form 4  
February 07, 2006

**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 \*  
**BOYD WILLIAM S**

(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)  
11/20/2005

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)

Chief Executive Officer

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	11/20/2005		J		229,808	D	(1)	229,808	I	By Annuity Trust (1)
Common Stock	11/20/2005		J		262,554	D	(2)	262,554	I	By Annuity Trust (2)
Common Stock	11/20/2005		J		109,243	D	(3)	109,243	I	By Annuity Trust (3)
Common Stock	11/20/2005		J		114,768	D	(4)	114,768	I	By Annuity Trust (4)
Common Stock	11/20/2005		J		12,934	D	(5)	12,934	I	By Annuity Trust (5)

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Common Stock	11/20/2005	J	23,712	D	(6)	23,712	I	By Annuity Trust (6)
Common Stock	11/20/2005	J	12,801	D	(7)	12,801	I	By Annuity Trust (7)
Common Stock	11/20/2005	J	22,545	D	(8)	22,545	I	By Annuity Trust (8)
Common Stock	11/20/2005	J	9,920	D	(9)	9,920	I	By Annuity Trust (9)
Common Stock	11/20/2005	J	17,421	D	(10)	17,421	I	By Annuity Trust (10)
Common Stock	11/20/2005	J	761,178	D	(11)	761,178	I	By Annuity Trust (11)
Common Stock	11/20/2005	J	2,064,010	D	(12)	2,064,010	I	By Annuity Trust (12)
Common Stock	11/20/2005	J	2,591,207	D	(13)	2,591,207	I	By Annuity Trust (13)
Common Stock	11/20/2005	J	2,608,686	D	(14)	2,608,686	I	By Annuity Trust (14)
Common Stock	11/20/2005	J	2,664,178	D	(15)	2,664,178	I	By Annuity Trust (15)
Common Stock						14,680,779	I	By Trust (16)
Common Stock						34,245	I	By Corporation (17)
Common Stock						28,000	I	By Corporation (18)

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	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. Nu



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- (9) On November 20, 2005, the Reporting Person resigned as trustee of the BG-02 Grantor Retained Annuity Trust #2, dated October 25, 2002, ("BG-02 GRAT #2"), and pursuant to the terms of the documents governing BG-02 GRAT#2, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (10) On November 20, 2005, the Reporting Person resigned as trustee of the BG-02 Grantor Retained Annuity Trust #3, dated October 25, 2002, ("BG-02 GRAT #3"), and pursuant to the terms of the documents governing BG-02 GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (11) On November 20, 2005, W.S.B., Inc., which is wholly owned by The William S. Boyd Gaming Properties Trust ("WSBGPT"), of which the Reporting Person is the trustee, settlor and beneficiary, resigned as general partner of the W.M. Limited Partnership ("W.M. LP"), and pursuant to the terms of the documents governing the W.M. LP, The Marianne Boyd Gaming Properties Trust ("MBGPT"), of which Ms. Johnson is the trustee, settlor and beneficiary, succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (12) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-99 Limited Partnership ("BG-99 LP"), and pursuant to the terms of the documents governing the BG-99 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (13) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-00 Limited Partnership ("BG-00 LP"), and pursuant to the terms of the documents governing the BG-00 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (14) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-01 Limited Partnership ("BG-01 LP"), and pursuant to the terms of the documents governing the BG-01 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (15) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-02 Limited Partnership ("BG-02 LP"), and pursuant to the terms of the documents governing the BG-02 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (16) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (17) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (18) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.

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