

BOYD WILLIAM S
Form 4/A
February 27, 2013

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 *
BOYD WILLIAM S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3883 HOWARD HUGHES
PARKWAY, NINTH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman & Director

LAS VEGAS, NV 89169

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2012

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	12/31/2011		J	V	28,000	D	\$ 0 (1)
Common Stock						I	112,652
Common Stock						I	18,696,232
Common Stock						I	542,205
Common Stock						I	153,117
						D	91,937

By Corporation
** (2)

By Trust **
(3)

By Limited Partnership
** (4)

By Spouse
**

Common
Stock

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X	X	Executive Chairman & Director	

Signatures

Brian A. Larson, Attorney-in-Fact for William S. Boyd
02/27/2013

__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) Exempt transfer of 28,000 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Family Corporation ("Family Corporation") which is the reporting person's wholly owned corporation to W.S.B., Inc., ("WSB") which is another wholly owned corporation of the reporting person, by way of a merger of William S. Boyd Family Corporation into the W.S.B., Inc. effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.

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- (2) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (3) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (4) By BG-09 Limited Partnership, of which each of WSBGPT and MBGPT are the general partners thereof.

Remarks:

** The Reporting Person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities th

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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