

BOYD GAMING CORP  
Form 4  
November 24, 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 \*  
JOHNSON MARIANNE BOYD

(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)  
11/21/2006

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)

Senior 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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/21/2006		J	23,315 D \$ 0 (1)	206,493	I	By Trust * (3)
Common Stock	11/21/2006		J	18,982 D \$ 0 (2)	243,572	I	By Trust * (4)
Common Stock					109,243	I	By Annuity Trust * (5)
Common Stock					114,768	I	By Annuity Trust * (6)
					12,934	I	

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Common Stock			By Annuity Trust * <u>(7)</u>
Common Stock	23,712	I	By Annuity Trust * <u>(8)</u>
Common Stock	12,801	I	By Annuity Trust * <u>(9)</u>
Common Stock	22,545	I	By Annuity Trust * <u>(10)</u>
Common Stock	9,920	I	By Annuity Trust * <u>(11)</u>
Common Stock	17,421	I	By Annuity Trust * <u>(12)</u>
Common Stock	761,178	I	By Annuity Trust * <u>(13)</u>
Common Stock	2,064,010	I	By Annuity Trust * <u>(14)</u>
Common Stock	2,591,207	I	By Annuity Trust * <u>(15)</u>
Common Stock	2,608,686	I	By Annuity Trust * <u>(16)</u>
Common Stock	2,664,178	I	By Annuity Trust * <u>(17)</u>
Common Stock	1,788,117	I	By Trust <u>(18)</u>
Common Stock	27,090	I	By Trust * <u>(19)</u>
Common Stock	27,090	I	By Trust * <u>(20)</u>
Common Stock	25,800	I	By Trust * <u>(21)</u>
Common Stock	27,090	I	By Trust * <u>(22)</u>

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Common Stock	27,090	I	By Trust * (23)
Common Stock	25,600	I	By Trust * (24)
Common Stock	11,692	I	By Trust * (25)
Common Stock	91,324	I	By Trust * (26)
Common Stock	26,629	D	

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 Owned Beneficially (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARIANNE BOYD 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X	X	Senior Vice President	

## Signatures

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

11/24/2006

\*\*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) Distribution of 23,315 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Grantor Retained Annuity Trust #2 ("WSB GRAT #2"), of which the reporting person is trustee, to William S. Boyd, the settlor of WSB GRAT #2. \*\*
- (2) Distribution of 18,982 shares of Common Stock from the William S. Boyd Grantor Retained Annuity Trust #3 ("WSB GRAT #3"), of which the reporting person is trustee, to William S. Boyd, the settlor of WSB GRAT #3. \*\*
- (3) By WSB GRAT #2, of which the reporting person is the trustee.
- (4) By WSB GRAT #3, of which the reporting person is the trustee.
- (5) By BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (6) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (7) By BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (8) By BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (9) By BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (10) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (11) By BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (12) By BG-02 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) By the Marianne Boyd 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 (13) through (17) hereof.
- (19) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (20) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (21) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (22) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (23) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (24) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (25) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (26) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, 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.

Signatures

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