

JOHNSON MARIANNE BOYD  
Form 4  
May 10, 2010

**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

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/06/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

(Street)  
LAS VEGAS, NV 89169

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	05/06/2010		M	5,000 A \$ 4.55	1,779,625	I	By Trust (1)
Common Stock	05/06/2010		M	29,787 A \$ 6.6	1,809,412	I	By Trust (1)
Common Stock	05/06/2010		S	4,400 D \$ 13	1,805,012	I	By Trust (1)
Common Stock	05/06/2010		S	3,000 D \$ 13	1,802,012	I	By Trust (1)
Common Stock	05/06/2010		S	2,468 D \$ 13.01	1,799,544	I	By Trust (1)

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Common Stock	05/06/2010	S	1,500	D	\$ 13.01	1,798,044	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,000	D	\$ 13.01	1,797,044	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	4,800	D	\$ 13.02	1,792,244	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	400	D	\$ 13.02	1,791,844	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	3,100	D	\$ 13.03	1,788,744	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,900	D	\$ 13.04	1,786,844	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,901	D	\$ 13.05	1,784,943	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	500	D	\$ 13.05	1,784,443	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,574	D	\$ 13.06	1,782,869	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	500	D	\$ 13.06	1,782,369	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	2,849	D	\$ 13.06	1,779,520	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	400	D	\$ 13.07	1,779,120	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	200	D	\$ 13.08	1,778,920	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	285	D	\$ 13.09	1,778,635	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,310	D	\$ 13.16	1,777,325	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	100	D	\$ 13.17	1,777,225	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	300	D	\$ 13.19	1,776,925	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	200	D	\$ 13.19	1,776,725	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	1,200	D	\$ 13.2	1,775,525	I	By Trust <u>(1)</u>
Common Stock	05/06/2010	S	900	D	\$ 13.21	1,774,625	I	By Trust <u>(1)</u>
						91,324	I	

Common Stock						By Trust * (4)
Common Stock				130,247	I	By Trust * (5)

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

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**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	
Employee Stock Option (Right to Buy)	\$ 4.55	05/06/2010		M	5,000	(2) 10/11/2011	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 6.6	05/06/2010		M	29,787	(3) 11/04/2018	Common Stock	29,787	

## 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

05/10/2010

\_\_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) 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) Options granted under Boyd Gaming Corporation's 1996 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.
- (3) Options granted under Boyd Gaming Corporation'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.
- (4) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (5) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, 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.

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