

STATION CASINOS INC
Form 4/A
October 26, 2004

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 *
FERTITTA LORENZO J

(Last) (First) (Middle)

2411 WEST SAHARA AVENUE

(Street)

LAS VEGAS, NV 89102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STATION CASINOS INC [STN]

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

10/04/2004

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

10/06/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice Chairman and 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/04/2004 ⁽²⁾⁽³⁾ | | M | | 30,000 | A | \$ 15.2917 |
| | | | | | 629,427 | | D |
| Common Stock | 10/04/2004 ⁽²⁾⁽³⁾ | | S | | 30,000 | D | \$ 50.005 |
| | | | | | 599,427 | | D |
| Common Stock | 10/04/2004 ⁽²⁾⁽³⁾ | | M | | 30,000 | A | \$ 15.2917 |
| | | | | | 629,427 | | D |
| Common Stock | 10/04/2004 ⁽²⁾⁽³⁾ | | S | | 30,000 | D | \$ 50.75 |
| | | | | | 599,427 | | D |
| Common Stock | 10/04/2004 ⁽²⁾⁽³⁾ | | M | | 15,000 | A | \$ 13.5 |
| | | | | | 614,427 | | D |

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Common Stock 10/04/2004⁽²⁾⁽³⁾ S 15,000 D \$ 50.005 599,427 D

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)

| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 15.2917 | 10/04/2004 ⁽²⁾⁽³⁾ | | M | 30,000 | 08/08/1998 ⁽¹⁾ 12/07/2009 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 15.2917 | 10/04/2004 ⁽²⁾⁽³⁾ | | M | 30,000 | 08/08/1998 ⁽¹⁾ 12/07/2009 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 13.5 | 10/04/2004 ⁽²⁾⁽³⁾ | | M | 15,000 | 08/08/1998 ⁽¹⁾ 07/24/2010 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FERTITTA LORENZO J 2411 WEST SAHARA AVENUE LAS VEGAS, NV 89102 | X | | Vice Chairman and President | |

Signatures

Lorenzo J.
Fertitta

10/26/2004

__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) Options vest at 20% per year over five years from the date of grant.
 - (2) This transaction was executed pursuant to a Rule 10b5-1 Sales Plan. The implementation date was April 21, 2004 and the termination date is March 31, 2005.
 - (3) This Form 4 is amended for the sole purpose of correcting the implementation and termination date that was previously specified in Footnote 2.

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.