JOHNSON MARIANNE BOYD

Form 4

November 03, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * JOHNSON MARIANNE BOYD

(First)

2. Issuer Name and Ticker or Trading Symbol

BOYD GAMING CORP [BYD]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/01/2010

_X__ Director X__ 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

below) **Executive Vice President**

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

LAS VEGAS, NV 89169

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 20,210 \$0 11/01/2010 A 110,354 D (1) Stock (1) Common By Trust * I 31,529 (2) Stock Common By Trust * Ι 31,529 Stock (3) Common By Trust * 30,239 (4) Stock Common By Trust * 31,529 I (5) Stock

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Common Stock	31,529	I	By Trust *
Common Stock	30,039	I	By Trust *
Common Stock	16,131	I	By Trust *
Common Stock	91,324	I	By Trust *
Common Stock	130,247	I	By Trust *
Common Stock	45,016	I	By Annuity Trust * (11)
Common Stock	7,086	I	By Annuity Trust * (12)
Common Stock	6,491	I	By Annuity Trust * (13)
Common Stock	73,306	I	Bu Annuity Trust * (14)
Common Stock	722,353	I	By Annuity Trust * (15)
Common Stock	1,617,145	I	By Annuity Trust * (16)
Common Stock	2,307,438	I	By Annuity Trust * (17)
Common Stock	1,663,416	I	By Annuity Trust * (18)
Common Stock	1,296,113	I	By Annuity Trust * (19)
Common Stock	1,035,000	I	By Annuity Trust * (20)
Common Stock	1,574,625	I	By Trust

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 8.34	11/01/2010		A	89,360	(22)	11/01/2020	Common Stock	89,360	

Reporting Owners

Reporting Owner Name / Address	Relationships			
<u>.</u>	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

**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).
 - The Reporting Person was awarded 20,210 Restricted Stock Units for no consideration pursuant to the Issuer's 2002 Stock Incentive
- Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock upon vesting. The Restricted Stock Units will vest in full upon the third anniversary of the date of award. The Restricted Stock Units are subject to the forfeiture and other terms and conditions contained in the award agreement and the 2002 Stock Incentive Plan.
- (2) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.

Reporting Owners 3

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- (3) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (4) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (9) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (10) By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
- (11) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (12) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (13) By BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (14) By BG-02 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (15) 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.
- 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.
- 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.
- (18) By BG-01 Limited Partnership, of which the Marianne Boyd Gaming PropertiesTrust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (19) 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.
- (20) By BG-09 Limited Partnership, of which each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners thereof.
- By the Marianne E. Boyd Johnson Gaming PropertiesTrust, of which the reporting person is the Trustee, Settlor and Beneficiary, (21) 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 (18) through (22) hereof.
- Options granted under the Issuer'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.

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. 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.