

JOHNSON MARIANNE BOYD
Form 4
March 01, 2011

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)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2011

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)
Vice Chairman and Executive VP

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/25/2011		J	28,933 D \$ 0 (1)	1,256,155	I	By Limited Partnership * (2)
Common Stock					1,464,401	I	By Limited Partnership * (3)
Common Stock					693,809	I	By Limited Partnership * (4)
Common Stock					103,925	I	By Annuity Trust * (5)

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Common Stock	837,252	I	By Limited Partnership * <u>(6)</u>
Common Stock	23,197	I	By Annuity Trust * <u>(7)</u>
Common Stock	1,772,108	I	By Trust <u>(8)</u>
Common Stock	91,324	I	By Trust * <u>(9)</u>
Common Stock	130,247	I	By Trust * <u>(10)</u>
Common Stock	32,642	I	By Trust * <u>(11)</u>
Common Stock	32,642	I	By Trust * <u>(12)</u>
Common Stock	31,352	I	By Trust * <u>(13)</u>
Common Stock	32,642	I	By Trust * <u>(14)</u>
Common Stock	32,642	I	By Trust * <u>(15)</u>
Common Stock	31,152	I	By Trust * <u>(16)</u>
Common Stock	17,244	I	By Trust * <u>(17)</u>
Common Stock	722,353	I	By Limited Partnership * <u>(18)</u>
Common Stock	2,307,438	I	By Limited Partnership * <u>(19)</u>
Common Stock	110,354	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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Following Transaction (Instr. 6)
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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	Vice Chairman and Executive VP	

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson 03/01/2011

**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) Transfer of 28,933 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Limited Partnership ("BG-01 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
 - (2) By the BG-01 LP, of which MBGPT, is the general partner thereof.
 - (3) By the BG-99 LP, of which MBGPT, is the general partner thereof.
 - (4) By the BG-02 LP, of which MBGPT, is the general partner thereof.
 - (5) By the BG-02 GRAT 3, of which the reporting person is the trustee.
 - (6) By the BG-09 LP, of which MBGPT and WSBGPT are the general partners thereof.
 - (7) By the BG-09 GRAT 2, of which the reporting person is the trustee.
 - (8) By the Marianne Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
 - (9) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
 - (10) By the William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the Trustee.

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- (11) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (12) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (13) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (14) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (15) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (16) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (17) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (18) By the WM LP, of which MBGPT, is the general partner thereof.
- (19) By the BG-00 LP, of which MBGPT, is the general partner thereof.

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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