

SMITH KEITH
Form 4
May 25, 2007

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 *
SMITH KEITH

(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)
05/24/2007

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)
President and COO

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 or Price (A) or (D) | | |
| Common Stock | 05/24/2007 | | M | | 19,767 A \$ 17.21 | 141,275 | D |
| Common Stock | 05/24/2007 | | S | | 4,000 D \$ 49.55 | 137,275 | D |
| Common Stock | 05/24/2007 | | S | | 100 D \$ 49.56 | 137,175 | D |
| Common Stock | 05/24/2007 | | S | | 100 D \$ 49.57 | 137,075 | D |
| Common Stock | 05/24/2007 | | S | | 300 D \$ 49.6 | 136,775 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/24/2007 | S | 7,400 | D | \$ 49.65 | 129,375 | D |
| Common Stock | 05/24/2007 | S | 300 | D | \$ 49.66 | 129,075 | D |
| Common Stock | 05/24/2007 | S | 200 | D | \$ 49.67 | 128,875 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.68 | 128,775 | D |
| Common Stock | 05/24/2007 | S | 200 | D | \$ 49.69 | 128,575 | D |
| Common Stock | 05/24/2007 | S | 800 | D | \$ 49.7 | 127,775 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.71 | 127,675 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.73 | 127,575 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.74 | 127,475 | D |
| Common Stock | 05/24/2007 | S | 400 | D | \$ 49.77 | 127,075 | D |
| Common Stock | 05/24/2007 | S | 200 | D | \$ 49.78 | 126,875 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.79 | 126,775 | D |
| Common Stock | 05/24/2007 | S | 1,000 | D | \$ 49.8 | 125,775 | D |
| Common Stock | 05/24/2007 | S | 300 | D | \$ 49.81 | 125,475 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.82 | 125,375 | D |
| Common Stock | 05/24/2007 | S | 900 | D | \$ 49.84 | 124,475 | D |
| Common Stock | 05/24/2007 | S | 100 | D | \$ 49.85 | 124,375 | D |
| Common Stock | 05/24/2007 | S | 2,200 | D | \$ 49.9 | 122,175 | D |
| Common Stock | 05/24/2007 | S | 200 | D | \$ 49.91 | 121,975 | D |
| Common Stock | 05/24/2007 | S | 167 | D | \$ 49.92 | 121,808 | D |
| | 05/24/2007 | S | 100 | D | | 121,708 | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|-----|-------|----|---------|---|--|-----------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 49.95 | | | | | |
| Common Stock | 05/24/2007 | | S | 200 | D | \$ | 121,508 | D | | |
| | | | | | 49.96 | | | | | |
| Common Stock | | | | | | | 325 | I | | By Spouse |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 17.21 | 05/24/2007 | | M | 19,767 | <u>(1)</u> | 09/05/2012 | Common Stock | 19,767 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH KEITH
3883 HOWARD HUGHES PARKWAY
NINTH FLOOR
LAS VEGAS, NV 89169

X

President and COO

Signatures

/s/ Keith Smith 05/25/2007

**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 granted under Boyd Gaming Corporation 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.

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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