

BOYD WILLIAM S
Form 4
January 27, 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 *
BOYD WILLIAM S

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)

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

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

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

01/25/2010

Executive Chairman & Director

(Street)

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

LAS VEGAS, NV 89169

(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	(D)	Price
Common Stock	01/25/2010		J		92,676	A	(1) 16,819,373
Common Stock	01/25/2010		J		78,623	A	(3) 16,897,996
Common Stock	01/25/2010		J		42,910	A	(4) 16,940,906
Common Stock	01/25/2010		J		53,904	A	(5) 16,994,810
Common Stock	01/25/2010		J		107,312	A	(6) 17,102,122

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Common Stock	01/25/2010	J	75,596	A	<u>(7)</u>	17,177,718	I	By Trust <u>(2)</u>
Common Stock	01/25/2010	J	141,173	A	<u>(8)</u>	17,318,891	I	By Trust <u>(2)</u>
Common Stock	01/25/2010	J	135,727	A	<u>(9)</u>	17,454,618	I	By Trust <u>(2)</u>
Common Stock	01/25/2010	J	2,896	A	<u>(10)</u>	61,397	I	By Corporation <u>(11)</u>
Common Stock	01/25/2010	J	322	A	<u>(12)</u>	61,719	I	By Corporation <u>(11)</u>
Common Stock	01/25/2010	J	2,362	A	<u>(13)</u>	64,081	I	By Corporation <u>(11)</u>
Common Stock						28,000	I	By Corporation <u>(14)</u>
Common Stock						1,035,000	I	By Limited Partnership ** <u>(15)</u>
Common Stock						153,117	I	By Spouse **
Common Stock						49,080	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X	X	Executive Chairman & Director	

Signatures

Brian A. Larson, Attorney-in-Fact for William S.
Boyd

01/27/2010

__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) Distribution to reporting person of 92,676 shares of Common Stock from the BG-99 Grantor Retained Annuity Trust 2 ("BG-99 GRAT 2") of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 92,676 shares of Common Stock to the William S. Boyd Gaming Properties Trust ("WSBGPT"), of which the reporting person is the trustee, settlor and beneficiary.*
- (2) By WSBGPT.
- (3) Distribution to reporting person of 78,623 shares of Common Stock from the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 78,623 shares of Common Stock to the WSBGPT.*
- (4) Distribution to reporting person of 42,910 shares of Common Stock from the BG-00 Grantor Retained Annuity Trust 3 ("BG-00 GRAT 3"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 42,910 shares of Common Stock to the WSBGPT.*
- (5) Distribution to reporting person of 53,904 shares of Common Stock from the BG-01 Grantor Retained Annuity Trust 2 ("BG-01 GRAT 2"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 53,904 shares of Common Stock to the WSBGPT.*
- (6) Distribution to reporting person of 107,312 shares of Common Stock from the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 107,312 shares of Common Stock to the WSBGPT.*
- (7) Distribution to reporting person of 75,596 shares of Common Stock from the BG-02 Grantor Retained Annuity Trust 1 ("BG-02 GRAT 1"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 75,596 shares of Common Stock to the WSBGPT.*
- (8) Distribution to reporting person of 141,173 shares of Common Stock from the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 141,173 shares of Common Stock to the WSBGPT.*
- (9) Distribution to reporting person of 135,727 shares of Common Stock from the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 135,727 shares of Common Stock to the WSBGPT.*

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- (10) Distribution of 2,896 shares of Common Stock from the BG-99 LP of which MBGPT is the general partner, to W.S.B., Inc., a wholly owned corporation of reporting person.
- (11) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (12) Distribution of 322 shares of Common Stock from the BG-00 LP of which MBGPT is the general partner, to W.S.B., Inc.
- (13) Distribution of 2,362 shares of Common Stock from the BG-02 LP of which MBGPT is the general partner, to W.S.B., Inc.
- (14) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.
- (15) 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.

Remarks:

* Each transfer by the Grantor Retained Annuity Trust is made pursuant to the provisions of the applicable trust agreement and

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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