

STATION CASINOS INC
 Form 5
 February 11, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FERTITTA FRANK J III
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
STATION CASINOS INC [STN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

2411 WEST SAHARA AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

LAS VEGAS, NV 89102

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (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) Amount Price | | | |
| Common Stock | 01/19/2004 | Â | G | 8,330 D \$ (3) | 3,875,020 | I | By Trust (1) |
| Common Stock | 01/19/2004 | Â | G | 6,670 D \$ (3) | 3,868,350 | I | By Trust (1) |
| Common Stock | 02/26/2004 | Â | J(5) | 1,000,000 D \$ (5) | 2,868,350 | I | By Trust (1) |
| Common Stock | 02/26/2004 | Â | J(5) | 1,000,000 A \$ (5) | 1,000,000 | I | By Trust (2) |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|---------------|-----------|---|-------------------------------|
| Common Stock | 03/19/2004 | Â | G | 410 | D | \$ <u>(3)</u> | 2,867,940 | I | By Trust <u>(1)</u> |
| Common Stock | 03/19/2004 | Â | G | 508 | D | \$ <u>(3)</u> | 2,867,432 | I | By Trust <u>(1)</u> |
| Common Stock | 03/19/2004 | Â | G | 508 | A | \$ <u>(3)</u> | 120,361 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 03/19/2004 | Â | G | 410 | A | \$ <u>(3)</u> | 120,771 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 03/24/2004 | Â | G | 462 | A | \$ <u>(3)</u> | 121,233 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 06/07/2004 | Â | G | 364 | A | \$ <u>(3)</u> | 121,597 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 06/10/2004 | Â | G | 410 | A | \$ <u>(3)</u> | 122,007 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 06/10/2004 | Â | G | 6,990 | D | \$ <u>(3)</u> | 2,860,442 | I | By Trust <u>(1)</u> |
| Common Stock | 06/10/2004 | Â | G | 450 | D | \$ <u>(3)</u> | 2,859,992 | I | By Trust <u>(1)</u> |
| Common Stock | 06/10/2004 | Â | G | 450 | A | \$ <u>(3)</u> | 122,457 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 06/10/2004 | Â | G | 410 | D | \$ <u>(3)</u> | 2,859,582 | I | By Trust <u>(1)</u> |
| Common Stock | 09/21/2004 | Â | G | 370 | A | \$ <u>(3)</u> | 122,827 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 09/22/2004 | Â | G | 400 | A | \$ <u>(3)</u> | 123,227 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 09/22/2004 | Â | G | 415 | D | \$ <u>(3)</u> | 2,859,167 | I | By Trust <u>(1)</u> |
| Common Stock | 09/22/2004 | Â | G | 474 | D | \$ <u>(3)</u> | 2,858,693 | I | By Trust <u>(1)</u> |
| Common Stock | 09/22/2004 | Â | G | 474 | A | \$ <u>(3)</u> | 123,701 | I | By Self as Settlor <u>(4)</u> |
| Common Stock | 11/19/2004 | Â | J ⁽⁶⁾ | 365,796 | D | \$ <u>(6)</u> | 634,204 | I | By Trust <u>(2)</u> |
| Common Stock | 11/19/2004 | Â | J ⁽⁶⁾ | 365,796 | A | \$ <u>(6)</u> | 3,224,489 | I | By Trust <u>(1)</u> |
| Common Stock | 12/16/2004 | Â | G | 272 | D | \$ <u>(3)</u> | 3,224,217 | I | By Trust <u>(1)</u> |
| Common Stock | 12/16/2004 | Â | G | 310 | D | \$ <u>(3)</u> | 3,223,907 | I | By Trust <u>(1)</u> |
| | 12/16/2004 | Â | G | 272 | D | \$ <u>(3)</u> | 3,223,635 | I | |

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Common
Stock

By Trust
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable (A) Expiration Date (D) | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| FERTITTA FRANK J III 2411 WEST SAHARA AVENUE LAS VEGAS, NV 89102 | Â X | Â | Â | Chairman of the Board and CEO Â |

Signatures

Frank J. Fertitta
III 02/11/2005

**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) The Frank J. Fertitta, III and Jill Ann Fertitta Family Trust u/a/d 9/10/91, as amended and restated. STN shares held as husband's separate property.
- (2) The Frank J. Fertitta, III 2004 QuickGRAT u/a/d 2/26/04.
- (3) Gift.
- (4) Activity is for the Kelley-Anne N. Fertitta Trust u/a/d 10/1/93, and/or the Victoria G. Fertitta Trust u/a/d 10/1/93, and/or the Frank J. Fertitta, IV Trust u/a/d 4/26/95 (F/B/O reporting person's minor children), of which the reporting person is Settlor.

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(5) This amount represents an exchange of stock of 1,000,000 shares of Station Casinos, Inc. common stock between the reporting person and a GRAT of which the reporting person is the trustee. Each transfer of common stock of the issuer between the reporting person and the GRAT qualifies as only a change in form of the reporting person's beneficial ownership which does not change the number of shares beneficially owned by the reporting person or the GRAT, directly or indirectly.

(6) This amount represents an exchange of stock of 365,796 shares of Station Casinos, Inc. common stock between the reporting person and a GRAT of which the reporting person is the trustee. Each transfer of common stock of the issuer between the reporting person and the GRAT qualifies as only a change in form of the reporting person's beneficial ownership which does not change the number of shares beneficially owned by the reporting person or the GRAT, directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.