

JOHNSON MARIANNE BOYD  
Form 4  
May 10, 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 \*  
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)  
05/06/2010

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)  
Executive Vice President

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)
Common Stock				(A) or (D)	Amount	Price	
Common Stock					31,529		By Trust * <u>(1)</u>
Common Stock					31,529		By Trust * <u>(2)</u>
Common Stock					30,239		By Trust * <u>(3)</u>
Common Stock					31,529		By Trust * <u>(4)</u>
Common Stock					31,529		By Trust * <u>(5)</u>

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Common Stock		30,039	I	By Trust * <u>(6)</u>
Common Stock		16,131	I	By Trust * <u>(7)</u>
Common Stock		722,353	I	By Limited Partnership * <u>(8)</u>
Common Stock		1,617,145	I	By Limited Partnership * <u>(9)</u>
Common Stock		2,307,438	I	By Limited Partnership * <u>(10)</u>
Common Stock		1,663,416	I	By Limited Partnership * <u>(11)</u>
Common Stock		1,296,113	I	By Limited Partnership * <u>(12)</u>
Common Stock		1,035,000	I	By Limited Partnership * <u>(13)</u>
Common Stock		45,016	I	By Annuity Trust * <u>(14)</u>
Common Stock		7,086	I	By Annuity Trust * <u>(15)</u>
Common Stock		6,491	I	By Annuity Trust * <u>(16)</u>
Common Stock		73,306	I	By Annuity Trust * <u>(17)</u>
Common Stock		90,144	D	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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- (15) By the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee.
- (16) By the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee.
- (17) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee.

**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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