

JOHNSON MARIANNE BOYD  
 Form 4  
 May 12, 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

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)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/11/2011

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

Executive Vice President

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

**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	(A) or (D)	Price
Common Stock	05/11/2011		S		100,000	D	10.17 (1)
Common Stock						I	1,672,108
Common Stock						I	91,324
Common Stock						I	130,247
Common Stock						I	32,642
Common Stock						I	32,642

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Common Stock	31,352	I	By Trust * <u>(7)</u>
Common Stock	32,642	I	By Trust * <u>(8)</u>
Common Stock	32,642	I	By Trust * <u>(9)</u>
Common Stock	31,152	I	By Trust * <u>(10)</u>
Common Stock	17,244	I	By Trust * <u>(11)</u>
Common Stock	722,353	I	By Limited Partnership * <u>(12)</u>
Common Stock	1,464,401	I	By Limited Partnership * <u>(13)</u>
Common Stock	2,307,438	I	By Limited Partnership * <u>(14)</u>
Common Stock	1,256,155	I	By Limited Partnership * <u>(15)</u>
Common Stock	693,809	I	By Limited Partnership * <u>(16)</u>
Common Stock	837,252	I	By Limited Partnership * <u>(17)</u>
Common Stock	23,197	I	By Annuity Trust * <u>(18)</u>
Common Stock	103,925	I	By Annuity Trust * <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.**

SEC 1474  
(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	Executive Vice President	

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson  
 Signature: \_\_\_\_\_ Date: 05/12/2011

## 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) This transaction was executed in multiple trades at prices ranging from \$10.1 to \$10.285. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) By the Marianne Boyd Gaming Properties Trust (MBGPT), excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership, BG-02 Limited Partnership and BG-09 Limited Partnership.
- (3) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (4) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (5) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (6) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (10) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (11) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.

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- (12) By the W.M. Limited Partnership, of which Marianne Boyd Gaming Properties Trust ("MBGPT"), is the general partner thereof.
- (13) By BG-99 Limited Partnership, of which MBGPT, is the general partner thereof.
- (14) By BG-00 Limited Partnership, of which MBGPT, is the general partner thereof.
- (15) By BG-01 Limited Partnership, of which MBGPT, is the general partner thereof.
- (16) By BG-02 Limited Partnership, of which MBGPT, is the general partner thereof.
- (17) 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.
- (18) By the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the reporting person is the trustee.
- (19) 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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