### Edgar Filing: BOYD GAMING CORP - Form 4

BOYD GA	MING CORP										
Form 4											
January 05,	2017										
FORM	ЛД								PPROVAL		
	UNITED	STATES					COMMISSIO	N OMB	3235-028	7	
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Section	Section 16. SECURITIES								urs per		
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Form 5 obligation	ong *						nge Act of 1934				
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See Inst		30(h) o	of the I	nvestmen	t Compai	ny Act of 1	.940				
1(b).											
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(Print or Type	Responses)										
1 1 1		D *					5 0 1 (* 1 *				
	Address of Reporting			er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship Issuer	of Reporting Per	of Reporting Person(s) to		
Thompson	stephen 5.		Symbol	~ · · · · · ·	-		135001				
			BOAD	GAMIN	G CORP	[BYD]	(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction						
			(Month/	Day/Year)			Director 10% Owner				
			01/03/2017			XOfficer (g	ive title Oth below)	er (specify			
PARKWA	Y, NINTH FLOO	R					Executive Vice President				
(Street) 4. If An				Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				onth/Day/Yea	-		Applicable Line)				
					,		_X_ Form filed b	y One Reporting P			
LAS VEGA	AS, NV 89169						Form filed by Person	y More than One R	eporting		
		( <b>T</b> )					1 crson				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution I	Date, if	Transactio	•		Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed		Beneficially	(D) or Indirect			
		(Month/Day	y/Year)	(Instr. 8)	(Instr. 3, 4	4  and  5)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)		
							Reported	(1150.4)	(IIIsu: +)		
						(A)	Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
				Coue v	mount	(D) The					
Reminder: Re	port on a separate line	e for each cla	ss of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso	ons who res	spond to the colle	ection of	SEC 1474		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	tr. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 3	. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Career Restricted Stock Units	<u>(1)</u>	01/03/2017		А		3,858		(2)	(2)	Common Stock	3,858	

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Thompson Stephen S. 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169			Executive Vice President				
Signatures							
Brian A. Larson, Attorney-in-Fact for Steph Thompson	ien S.	01/05/2017					

#### \*\*Signature of Reporting Person

## **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).

The Career Restricted Stock Units were granted to the Reporting Person for no consideration pursuant to the Issuer's Career Shares(1) Program under its 2012 Stock Incentive Plan. Each Career Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock.

The Career Restricted Stock Units will be paid out in shares of Issuer common stock at the time of retirement based upon the Reporting Person's/grantee's attained age and years of continuous service at the time of retirement. To receive any payout under the Career Shares Program, grantees must be at least years 55 years old and must have been continually employed by the Issuer for a minimum of 10 years. Retirement after 10 years of service will entitle a grantee to 50 percent of his or her Career Restricted Stock Units. This increases to 75

Date

(2) Reference and no years of service will enduce a grantee to 50 percent of ins of her Career Restricted Stock Onts. This increases to 75 percent after 15 years and 100 percent following 20 years of employment. In the event of grantee's death or permanent disability, or following a change in control of Issuer, the grantee will be deemed to have attained age 55 and the Career Restricted Stock Units will immediately vest and convert into shares of Issuer common stock based on the grantee's years of continuous service through the date of death, termination resulting from permanent d

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