

SMITH KEITH
Form 4
May 25, 2007

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 *
SMITH KEITH

(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)
05/24/2007

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)
President and COO

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/24/2007		M		19,767 A \$ 17.21	141,275	D
Common Stock	05/24/2007		S		4,000 D \$ 49.55	137,275	D
Common Stock	05/24/2007		S		100 D \$ 49.56	137,175	D
Common Stock	05/24/2007		S		100 D \$ 49.57	137,075	D
Common Stock	05/24/2007		S		300 D \$ 49.6	136,775	D

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Common Stock	05/24/2007	S	7,400	D	\$ 49.65	129,375	D
Common Stock	05/24/2007	S	300	D	\$ 49.66	129,075	D
Common Stock	05/24/2007	S	200	D	\$ 49.67	128,875	D
Common Stock	05/24/2007	S	100	D	\$ 49.68	128,775	D
Common Stock	05/24/2007	S	200	D	\$ 49.69	128,575	D
Common Stock	05/24/2007	S	800	D	\$ 49.7	127,775	D
Common Stock	05/24/2007	S	100	D	\$ 49.71	127,675	D
Common Stock	05/24/2007	S	100	D	\$ 49.73	127,575	D
Common Stock	05/24/2007	S	100	D	\$ 49.74	127,475	D
Common Stock	05/24/2007	S	400	D	\$ 49.77	127,075	D
Common Stock	05/24/2007	S	200	D	\$ 49.78	126,875	D
Common Stock	05/24/2007	S	100	D	\$ 49.79	126,775	D
Common Stock	05/24/2007	S	1,000	D	\$ 49.8	125,775	D
Common Stock	05/24/2007	S	300	D	\$ 49.81	125,475	D
Common Stock	05/24/2007	S	100	D	\$ 49.82	125,375	D
Common Stock	05/24/2007	S	900	D	\$ 49.84	124,475	D
Common Stock	05/24/2007	S	100	D	\$ 49.85	124,375	D
Common Stock	05/24/2007	S	2,200	D	\$ 49.9	122,175	D
Common Stock	05/24/2007	S	200	D	\$ 49.91	121,975	D
Common Stock	05/24/2007	S	167	D	\$ 49.92	121,808	D
	05/24/2007	S	100	D		121,708	D

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Common Stock					\$					
					49.95					
Common Stock	05/24/2007		S	200	D	\$	121,508	D		
					49.96					
Common Stock							325	I		By Spouse

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.21	05/24/2007		M	19,767	<u>(1)</u>	09/05/2012	Common Stock	19,767

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH KEITH 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X		President and COO	

Signatures

/s/ Keith Smith 05/25/2007

**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) Options granted under Boyd Gaming Corporation 1996 Stock Incentive Plan. Vesting plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.

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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