

JOHNSON MARIANNE BOYD

Form 4

February 13, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
01/28/2009

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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired (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	01/28/2009		J V 235	D (1)	1,911,950	I	By Limited Partnership * (2)
Common Stock	01/28/2009		J V 755	D (3)	1,911,195	I	By Limited Partnership * (2)
Common Stock	01/28/2009		J V 1,033	D (4)	1,910,162	I	By Limited Partnership * (2)
Common Stock	01/28/2009		J V 3,024	D (5)	1,907,138	I	By Limited Partnership

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									* <u>(2)</u>
Common Stock	01/28/2009	J	V	1,214	D	<u>(6)</u>	2,339,618	I	By Limited Partnership * <u>(7)</u>
Common Stock	01/28/2009	J	V	954	D	<u>(8)</u>	1,757,064	I	By Limited Partnership * <u>(9)</u>
Common Stock	01/28/2009	J	V	12,015	D	<u>(10)</u>	1,745,049	I	By Limited Partnership * <u>(9)</u>
Common Stock	01/28/2009	J	V	1,114	D	<u>(11)</u>	1,577,311	I	By Limited Partnership * <u>(12)</u>
Common Stock	01/28/2009	J	V	19,538	D	<u>(13)</u>	1,557,773	I	By Limited Partnership * <u>(12)</u>
Common Stock	01/28/2009	J	V	3,981	D	<u>(14)</u>	1,553,792	I	By Limited Partnership * <u>(12)</u>
Common Stock	01/28/2009	J	V	1,527	D	<u>(15)</u>	1,552,265	I	By Limited Partnership * <u>(12)</u>
Common Stock	01/28/2009	J	V	216	D	<u>(16)</u>	1,552,049	I	By Limited Partnership * <u>(12)</u>
Common Stock	01/28/2009	J	V	755	D	<u>(17)</u>	0	I	By Annuity Trust * <u>(18)</u>
Common Stock	01/28/2009	J	V	9,958	D	<u>(19)</u>	2,057	I	By Annuity Trust * <u>(20)</u>
Common Stock	01/28/2009	J	V	2,057	D	<u>(21)</u>	0	I	By Annuity Trust * <u>(20)</u>
Common Stock	01/28/2009	J	V	1,332	D	<u>(22)</u>	53,904	I	By Annuity Trust * <u>(23)</u>
Common Stock	01/28/2009	J	V	19,538	D	<u>(24)</u>	0	I	By Annuity Trust * <u>(25)</u>
Common Stock	01/28/2009	J	V	1,090	D	<u>(26)</u>	69,164	I	By Annuity Trust * <u>(27)</u>
Common Stock	01/28/2009	J	V	1,646	D	<u>(28)</u>	67,518	I	By Annuity Trust * <u>(27)</u>
Common Stock	01/28/2009	J	V	5,300	D	<u>(29)</u>	62,218	I	By Annuity Trust * <u>(27)</u>
							722,353	I	

Common
StockBy Limited
Partnership
* (30)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

01/30/2009

**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) Transfer of 235 shares of Common Stock from the BG-99 Limited Partnership ("BG-99 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-00 Limited Partnership ("BG-00 LP") of which MBGPT is the general partner. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect

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ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.

- (2) By BG-99 Limited Partnership.
Transfer of 755 shares of Common Stock from the BG-99 LP to the BG-99 Grantor Retained Annuity Trust 2 ("BG-99 GRAT 2"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (3) Transfer of 1,033 shares of Common Stock from the BG-99 LP to the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (4) Transfer of 3,024 shares of Common Stock from the BG-99 LP to the BG-00 GRAT 3. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (5) Transfer of 1,214 shares of Common Stock from the BG-00 LP to the W.M. Limited Partnership ("WM LP") of which MBGPT is the general partner. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (6) By BG-00 LP.
Transfer of 954 shares of Common Stock from the BG-01 Limited Partnership ("BG-01 LP") of which MBGPT is the general partner, to the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (7) By BG-01 LP.
Transfer of 12,015 shares of Common Stock from the BG-01 LP to the BG-01 Grantor Retained Annuity Trust 1 ("BG-01 GRAT 1"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (8) Transfer of 1,114 shares of Common Stock from the BG-02 Limited Partnership ("BG-02 LP") of which the MBGPT is the general partner, to the BG-99 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (9) By BG-02 LP.
Transfer of 19,538 shares of Common Stock from the BG-02 LP to the BG-02 Grantor Retained Annuity Trust 1 ("BG-02 GRAT 1"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (10) Transfer of 3,981 shares of Common Stock from the BG-02 LP to the BG-00 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (11) Transfer of 1,527 shares of Common Stock from the BG-02 LP to the BG-00 GRAT 3. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (12) Transfer of 216 shares of Common Stock from the BG-02 LP to the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (13) Transfer of 755 shares of Common Stock from the BG-99 GRAT 2 to the BG-99 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (14) By the BG-99 Grantor Retained Annuity Trust 2 ("BG-99 GRAT 2").
Transfer of 9,958 shares of Common Stock from the BG-01 GRAT 1 to the BG-00 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (15) By the BG-01 GRAT 1.
Transfer of 2,057 shares of Common Stock from the BG-01 GRAT 1 to the BG-01 LP of which MBGPT is the general partner. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (16) Transfer of 1,332 shares of Common Stock from the BG-01 GRAT 2, of which the reporting person is the trustee, to the BG-01 Limited Partnership ("BG-01 LP") of which MBGPT is the general partner. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (17) By the BG-01 GRAT 2.
- (18) By the BG-01 GRAT 2.
- (19) By the BG-01 GRAT 2.
- (20) By the BG-01 GRAT 2.
- (21) By the BG-01 GRAT 2.
- (22) By the BG-01 GRAT 2.
- (23) By the BG-01 GRAT 2.

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- (24) Transfer of 19,538 shares of Common Stock from the BG-02 LP to the BG-02 LP 1. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (25) By the BG-02 GRAT 1.
Transfer of 1,090 shares of Common Stock from the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee, to the BG-00 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (26) By the BG-02 GRAT 2 .
- (27) Transfer of 1,646 shares of Common Stock from the BG-02 GRAT 2 to the BG-01 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (28) Transfer of 5,300 shares of Common Stock from the BG-02 GRAT 2 to the BG-02 LP. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (29) By the W.M. LP.
- (30)

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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