

JOHNSON MARIANNE BOYD

Form 4

February 25, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
02/20/2009

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	02/20/2009		J	V 69,517 D	1,675,532	I	By Limited Partnership * (2)
Common Stock					722,353	I	By Limited Partnership * (3)
Common Stock					1,907,138	I	By Limited Partnership * (4)
Common Stock					2,339,618	I	By Limited Partnership

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			* <u>(5)</u>
Common Stock	1,552,049	I	By Limited Partnership * <u>(6)</u>
Common Stock	53,904	I	By Annuity * <u>(7)</u>
Common Stock	108,340	I	By Annuity * <u>(8)</u>
Common Stock	30,582	I	By Annuity * <u>(9)</u>
Common Stock	32,613	I	By Annuity * <u>(10)</u>
Common Stock	62,218	I	By Annuity * <u>(11)</u>
Common Stock	123,587	I	By Annuity * <u>(12)</u>
Common Stock	30,011	I	By Trust * <u>(13)</u>
Common Stock	30,011	I	By Trust * <u>(14)</u>
Common Stock	28,721	I	By Trust * <u>(15)</u>
Common Stock	30,011	I	By Trust * <u>(16)</u>
Common Stock	30,011	I	By Trust * <u>(17)</u>
Common Stock	28,521	I	By Trust * <u>(18)</u>
Common Stock	14,613	I	By Trust * <u>(19)</u>
Common Stock	91,324	I	By Trust * <u>(20)</u>
Common Stock	130,247	I	By Trust * <u>(21)</u>
Common Stock	1,776,288	I	By Trust <u>(22)</u>
Common Stock	69,934	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**

SEC 1474
(9-02)

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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)	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

02/25/2009

__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 69,517 shares of Common Stock of Boyd Gaming Corporation ("Company") from the BG-01 Limited Partnership ("BG-01 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, 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. The reporting person is the trustee, settlor and beneficiary of MBGPT. Thereafter, the BG01 GRAT 1 transferred the 69,517 shares of Common Stock to William S. Boyd, the settler of BG-01 GRAT 1. **
- (2) By the BG-01 Limited Partnership
- (3) By the W.M. Limited Partnership
- (4) By the BG-99 Limited Partnership
- (5) By BG-00 Limited Partnership

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- (6) By BG-02 Limited Partnership
- (7) By the BG-01 Grantor Retained Annuity Trust 2 ("BG-01 GRAT 2"), of which the reporting person is the trustee.
- (8) By the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee.
- (9) By the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which the reporting person is the trustee.
- (10) By the BG-00 Grantor Retained Annuity Trust 3 ("BG-00 GRAT 3"), of which the reporting person is the trustee.
- (11) By the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee.
- (12) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee.
- (13) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (14) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (15) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (16) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (17) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (20) By the Johnson Children's Trust, dated June 24, 1996, Bruno Mark, trustee.
- (21) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (22) By the Marianne E. Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership and BG-02 Limited Partnership.

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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