

JOHNSON MARIANNE BOYD

Form 4

November 21, 2011

**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  
burden hours per  
response... 0.5

(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)  
11/17/2011

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)

Vice Chairman and Executive VP

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                    | 11/17/2011                           |                                                    | J                              |                                                                   | 137,933 | D \$ 0 (1)       | 555,876                                                                                       | I                                                        | By Limited Partnership * (2)                          |
| Common Stock                    | 11/17/2011                           |                                                    | J                              |                                                                   | 4,310   | D \$ 0 (3)       | 551,566                                                                                       | I                                                        | By Limited Partnership * (2)                          |
| Common Stock                    | 11/17/2011                           |                                                    | J                              |                                                                   | 96,266  | D \$ 0 (4)       | 455,300                                                                                       | I                                                        | By Limited Partnership * (2)                          |
| Common Stock                    | 11/17/2011                           |                                                    | J                              |                                                                   | 96,266  | D \$ 0 (5)       | 359,034                                                                                       | I                                                        | By Limited Partnership                                |

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|              |            |   |         |   |                     |         |   |                                          |
|--------------|------------|---|---------|---|---------------------|---------|---|------------------------------------------|
| Common Stock | 11/17/2011 | J | 96,266  | D | <u>\$ 0</u><br>(6)  | 262,768 | I | * (2)<br>By Limited Partnership<br>* (2) |
| Common Stock | 11/17/2011 | J | 241,858 | D | <u>\$ 0</u><br>(7)  | 0       | I | By Annuity Trust * (8)                   |
| Common Stock | 11/17/2011 | J | 111,989 | D | <u>\$ 0</u><br>(10) | 542,205 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 141,609 | D | <u>\$ 0</u><br>(9)  | 695,643 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 2,950   | D | <u>\$ 0</u><br>(12) | 692,693 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 12,833  | D | <u>\$ 0</u><br>(13) | 679,860 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 12,833  | D | <u>\$ 0</u><br>(14) | 667,027 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 12,833  | D | <u>\$ 0</u><br>(15) | 654,194 | I | By Limited Partnership<br>* (11)         |
| Common Stock | 11/17/2011 | J | 141,609 | D | <u>\$ 0</u><br>(16) | 0       | I | By Annuity Trust * (17)                  |
| Common Stock | 11/17/2011 | J | 77,379  | D | <u>\$ 0</u><br>(18) | 57,807  | I | By Annuity Trust * (19)                  |

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

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SEC 1474  
(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) | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

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(Instr. 3,  
4, and 5)

|                | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|---------------------|--------------------|-------|----------------------------------------|
| Code V (A) (D) |                     |                    |       |                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                                |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer                        | Other |
| JOHNSON MARIANNE BOYD<br>3883 HOWARD HUGHES PARKWAY<br>NINTH FLOOR<br>LAS VEGAS, NV 89169 | X             | X         | Vice Chairman and Executive VP |       |

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
Johnson 11/16/2010

\_\_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).
- Transfer of 137,933 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Limited Partnership ("BG-02 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, 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. The reporting person is the trustee, settlor and beneficiary of MBGPT.
  - By the BG-02 LP, of which MBGPT, is the general partner thereof.
  - Transfer of 4,310 shares of Common Stock from the BG-02 LP, of which MBGPT is the general partner, to W.S.B., Inc., a wholly owned corporation of William S. Boyd.
  - Transfer of 96,266 shares of Common Stock from the BG-02 LP, of which MBGPT is the general partner, to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
  - Transfer of 96,266 shares of Common Stock from the BG-02 LP, of which MBGPT is the general partner, to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
  - Transfer of 96,266 shares of Common Stock from the BG-02 LP, of which MBGPT is the general partner, to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
  - Transfer of 241,858 shares of Common Stock from BG-02 GRAT 3, of which the reporting person is the trustee, to William S. Boyd, the settlor of BG-02 GRAT 3. \*\*
  - By the BG-02 GRAT 3, of which the reporting person is the trustee.
  - Transfer of 141,609 shares of Common Stock from the BG-09 Limited Partnership ("BG-09 LP") of which MBGPT is the general partner, to the BG-09 Grantor Retained Annuity Trust 1 ("BG-09 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.
  - Transfer of 111,989 shares of Common Stock from the BG-09 Limited Partnership ("BG-09 LP") of which MBGPT is the general partner, to the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 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

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another.

- (11) By the BG-09 LP, of which MBGPT, is the general partner thereof.
- (12) Transfer of 2,950 shares of Common Stock from the BG-09 LP to W.S.B., Inc., a wholly owned corporation of William S. Boyd
- (13) Transfer of 12,833 shares of Common Stock from the BG-09 LP to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.
- (14) Transfer of 12,833 shares of Common Stock from the BG-09 LP to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (15) Transfer of 12,833 shares of Common Stock from the BG-09 LP to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (16) Transfer of 141,609 shares of Common Stock from BG-09 GRAT 1 to William S. Boyd, the settlor of BG-09 GRAT 1. \*\*
- (17) By the BG-09 GRAT 1, of which the reporting person is the trustee.
- (18) Transfer of 77,379 shares of Common Stock from BG-09 GRAT 2 to William S. Boyd, the settlor of BG-09 GRAT 2. \*\*
- (19) By the BG-09 GRAT 2, 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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