

BOYD GAMING CORP  
Form 4  
May 02, 2005

**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 \*  
**BOYD WILLIAM S**

(Last) (First) (Middle)

2950 INDUSTRIAL ROAD

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BOYD GAMING CORP [BYD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2005

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)

Chief Executive Officer

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)
Common Stock	04/28/2005		S	5,000 D	\$ 52.4 14,356,779	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	1,500 D	\$ 52.45 14,355,279	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	200 D	\$ 52.48 14,355,079	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	2,100 D	\$ 52.49 14,352,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	14,000 D	\$ 52.5 14,338,979	I	Trust <sup>(1)</sup>

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Common Stock	04/28/2005	S	3,800	D	\$ 52.76	14,335,179	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,000	D	\$ 42.77	14,334,179	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	4,200	D	\$ 52.8	14,329,979	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	2,900	D	\$ 52.87	14,327,079	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	3,500	D	\$ 52.9	14,323,579	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	100	D	\$ 52.92	14,323,479	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	500	D	\$ 52.97	14,322,979	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	5,000	D	\$ 53	14,317,979	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	2,400	D	\$ 53.1	14,315,579	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,700	D	\$ 53.11	14,313,879	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,300	D	\$ 53.12	14,312,579	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	4,600	D	\$ 53.15	14,307,979	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,000	D	\$ 53.17	14,306,979	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,700	D	\$ 53.2	14,305,279	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	500	D	\$ 53.25	14,304,779	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	5,100	D	\$ 53.3	14,299,679	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	1,300	D	\$ 53.31	14,298,379	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	500	D	\$ 53.32	14,297,879	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	500	D	\$ 53.35	14,297,379	I	Trust <u>(1)</u>
Common Stock	04/28/2005	S	300	D	\$ 53.36	14,297,079	I	Trust <u>(1)</u>

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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 required to respond unless the form displays a currently valid OMB control number.**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.375	04/28/2005		M	70,334	<u>(2)</u> 12/20/2006	Common Stock 70,334
Employee Stock Option (Right to Buy)	\$ 4.55	04/28/2005		M	35,666	<u>(2)</u> 10/11/2011	Common Stock 35,666

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOYD WILLIAM S 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X X Chief Executive Officer

## Signatures

Brian A. Larson, Attorney in Fact for William S. Boyd 05/02/2005

\_\_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).

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- (1) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (2) Options granted under Boyd Gaming Corporation 1996 Flexible Stock Option 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.

### Remarks:

THIS IS THE FIRST OF THREE FORMS 4 FILED BY THE REPORTING PERSON ON THE SAME DATE FOR TRANS.

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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