

BOYD GAMING CORP
Form 4
October 19, 2009

FORM 4

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

OMB APPROVAL

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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 *
BOYD WILLIAM S

(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)
10/15/2009

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 Chairman & Director

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 | 10/15/2009 | | J | 45,000 A | \$ 0 (1) (2) 45,000 | I | By Limited Partnership * (3) |
| Common Stock | 10/19/2009 | | J | 90,000 A | \$ 0 (1) (2) 1,035,000 | I | By Limited Partnership * (3) |
| Common Stock | | | | | 16,738,841 | I | By Trust (4) |
| Common Stock | | | | | 58,501 | I | By Corporation (5) |

| | | | |
|--------------|--------|---|-----------------------|
| Common Stock | 28,000 | I | By Corporation (6) |
| Common Stock | 24,540 | D | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYD WILLIAM S 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169 | X | X | Executive Chairman & Director | |

Signatures

Brian A. Larson, Attorney-in-Fact for William S. Boyd 10/19/2009

__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).

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(1) The reporting person and his children formed a family limited partnership, BG-09 Limited Partnership ("BG-09"). Entities controlled by the reporting person and his children are the limited partners of BG-09, and each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners of BG-09. In connection with the formation of BG-09: (A) On October 19, 2009 MBGPT contributed 45,000 shares of Boyd Gaming Common Stock and received a 4% limited partnership interest and a 1% general partnership interest and The William R. Boyd Gaming Properties Trust contributed 45,000 shares of Boyd Gaming Common Stock and received a 5% limited partnership interest; and (B) On October 15, 2009 The Samuel J. Boyd Gaming Properties Trust contributed 45,000 shares of Boyd Gaming Common Stock and received a 5% limited partnership interest. Continued in Footnote 3.

(2) In addition, in connection with the formation of BG-09, on October 19, 2009 WSBGPT contributed 900,000 shares of Boyd Gaming Common Stock to BG-09 and received an 84% limited partnership interest and a 1% general partnership interest. The effect of the contribution of the 900,000 shares of Boyd Gaming Common Stock to BG-09 by WSBGPT was a change in one form of indirect beneficial ownership by the reporting person to another form of indirect beneficial ownership by the reporting person. William S. Boyd is the trustee, settlor and beneficiary of WSBGPT. *

(3) By BG-09 Limited Partnership

(4) By WSBGPT

(5) By W.S.B., Inc., the reporting person's wholly owned corporation.

(6) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.

Remarks:

* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except to the extent of the report.

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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