JOHNSON MARIANNE BOYD

Form 4 May 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON MARIANNE BOYD			2. Issuer Name and Ticker or Trading Symbol BOYD GAMING CORP [BYD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
3883 HOWARD HUGHES PARKWAY, NINTH FLOOR		-	(Month/Day/Year) 05/11/2011	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAS VEGAS,	NV 89169		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acqu	iired, Disposed o	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securiti oror Disposo (Instr. 3, 4)	ed of (I	Price	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	05/11/2011		S	100,000	D	\$ 10.17 (1)	1,672,108	I	By Trust (2)
Common Stock							91,324	I	By Trust *
Common Stock							130,247	I	By Trust *
Common Stock							32,642	I	By Trust * (5)
Common Stock							32,642	I	By Trust *

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Common Stock	31,352	I	By Trust *
Common Stock	32,642	I	By Trust * (8)
Common Stock	32,642	I	By Trust *
Common Stock	31,152	I	By Trust *
Common Stock	17,244	I	By Trust * (11)
Common Stock	722,353	I	By Limited Partnership * (12)
Common Stock	1,464,401	I	By Limited Partnership * (13)
Common Stock	2,307,438	I	By Limited Partnership * (14)
Common Stock	1,256,155	I	By Limited Partnership * (15)
Common Stock	693,809	I	By Limited Partnership * (16)
Common Stock	837,252	I	By Limited Partnership * (17)
Common Stock	23,197	I	By Annuity Trust * (18)
Common Stock	103,925	I	By Annuity Trust * (19)
Common Stock	110,354	D	

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

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SEC 1474

(9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
, 9	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

05/12/2011

**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).
- This transaction was executed in multiple trades at prices ranging from \$10.1 to \$10.285. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- By the Marianne Boyd Gaming Properties Trust (MBGPT), excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership, BG-02 Limited Partnership and BG-09 Limited Partnership.
- (3) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (4) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (5) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (6) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (10) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (11) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.

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- (12) By the W.M. Limited Partnership, of which Marianne Boyd Gaming Properties Trust ("MBGPT"), is the general partner thereof.
- (13) By BG-99 Limited Partnership, of which MBGPT, is the general partner thereof.
- (14) By BG-00 Limited Partnership, of which MBGPT, is the general partner thereof.
- (15) By BG-01 Limited Partnership, of which MBGPT, is the general partner thereof.
- (16) By BG-02 Limited Partnership, of which MBGPT, is the general partner thereof.
- (17) By BG-09 Limited Partnership, of which each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners thereof.
- (18) By the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the reporting person is the trustee.
- (19) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.