

BOYD GAMING CORP  
Form 4  
November 04, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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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

(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)  
11/04/2013

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	11/04/2013		J		42,573	D	\$ 0 (1)	37,113	I	By Limited Partnership * (2)
Common Stock	11/04/2013		J		12,371	D	\$ 0 (3)	24,742	I	By Limited Partnership * (2)
Common Stock	11/04/2013		J		12,371	D	\$ 0 (4)	12,371	I	By Limited Partnership * (2)
Common Stock	11/04/2013		J		12,371	D	\$ 0 (5)	0	I	By Limited Partnership

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								* (2)	
Common Stock	11/04/2013		J	12,371	A	\$ 0 (6)	1,859,802	I	By Trust (7)
Common Stock							91,324	I	By Trust * (8)
Common Stock							130,247	I	By Trust * (9)
Common Stock							36,452	I	By Trust * (10)
Common Stock							36,452	I	By Trust * (11)
Common Stock							35,162	I	By Trust * (12)
Common Stock							36,452	I	By Trust * (13)
Common Stock							36,452	I	By Trust * (14)
Common Stock							34,962	I	By Trust * (15)
Common Stock							21,054	I	By Trust * (16)
Common Stock							5,812,040	I	By Limited Partnership * (17)
Common Stock							212,654	I	By Limited Partnership * (18)
Common Stock							112,453	D	

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

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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	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 (Instr. 5)
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(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Repor  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

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

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
Johnson

11/04/2013

\*\*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 42,573 shares of Common Stock from the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to The William S. Boyd Gaming Properties Trust ("WSBGPT"), of which William S. Boyd is the Trustee, Settlor and Beneficiary.
- (2) By the BG-09 GRAT 2, of which the reporting person is the trustee.
- (3) Transfer of 12,371 shares of Common Stock from the BG-09 GRAT 2, 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.
- (4) Transfer of 12,371 shares of Common Stock from the BG-09 GRAT 2, of which MBGPT is the general partner, to MBGPT.
- (5) Transfer of 12,371 shares of Common Stock from the BG-09 GRAT 2, 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.
- (6) Distribution of 12,371 shares of Common Stock from BG-09 GRAT 2 to the MBGPT, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (7) By the MBGPT, excluding shares held by BG-00 LP and BG-09 LP.
- (8) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (9) By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
- (10) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (11) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (12) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (13) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.

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- (14) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (15) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (16) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (17) By BG-00 Limited Partnership, of which the MBGPT is the general partner thereof.
- (18) By the BG-09 Limited Partnership, of which each of WSBGPT and MBGPT, are the general partners thereof.

### 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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