

JOHNSON MARIANNE BOYD  
Form 4  
November 21, 2011

**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

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 (Month/Day/Year)  
11/17/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Executive Vice President

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LAS VEGAS, NV 89169

(City) (State) (Zip)

**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		96,266	A	\$ 0 (1)	1,768,374	I	By Trust (2)
Common Stock	11/17/2011		J		12,833	A	\$ 0 (3)	1,781,207	I	By Trust (2)
Common Stock								91,324	I	By Trust * (4)
Common Stock								130,247	I	By Trust * (5)
Common Stock								32,642	I	By Trust * (6)

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Common Stock	32,642	I	By Trust * <u>(7)</u>
Common Stock	31,352	I	By Trust * <u>(8)</u>
Common Stock	32,642	I	By Trust * <u>(9)</u>
Common Stock	32,642	I	By Trust * <u>(10)</u>
Common Stock	31,152	I	By Trust * <u>(11)</u>
Common Stock	17,244	I	By Trust * <u>(12)</u>
Common Stock	722,353	I	By Limited Partnership * <u>(13)</u>
Common Stock	1,464,401	I	By Limited Partnership * <u>(14)</u>
Common Stock	2,307,438	I	By Limited Partnership * <u>(15)</u>
Common Stock	1,256,155	I	By Limited Partnership * <u>(16)</u>
Common Stock	262,768	I	By Limited Partnership * <u>(17)</u>
Common Stock	542,205	I	By Limited Partnership * <u>(18)</u>
Common Stock	57,807	I	By Annuity Trust * <u>(19)</u>
Common Stock	0	I	By Annuity Trust * <u>(20)</u>
Common Stock	105,009	D	

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

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(9-02)

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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 Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
 \_\_\_\_\_  
 Signature of Reporting Person

11/17/2011  
 \_\_\_\_\_  
 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) Distribution of 96,266 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BTG-02 LP") to the Marianne Johnson Gaming Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (2) 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) Distribution of 12,833 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BTG-09 LP") to the Marianne Johnson Gaming Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (4) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (5) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (6) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.

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- (10) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (11) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (12) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (13) By the W.M. Limited Partnership, of which Marianne Boyd Gaming Properties Trust ("MBGPT"), is the general partner thereof.
- (14) By BG-99 Limited Partnership, of which MBGPT, is the general partner thereof.
- (15) By BG-00 Limited Partnership, of which MBGPT, is the general partner thereof.
- (16) By BG-01 Limited Partnership, of which MBGPT, is the general partner thereof.
- (17) By BG-02 Limited Partnership, of which MBGPT, is the general partner thereof.
- (18) 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.
- (19) By the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 2"), of which the reporting person is the trustee.
- (20) 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.

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