

JOHNSON MARIANNE BOYD
Form 4
January 04, 2012

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)
3883 HOWARD HUGHES
PARKWAY, NINTH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and Executive VP

(Street)
LAS VEGAS, NV 89169

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

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	12/31/2011		G	V 37,550	A \$ 0 (1)	1,833,622	I By Trust (2)
Common Stock	12/31/2011		J	V 722,353	D \$ 0 (3)	3,029,791	I By Limited Partnership * (4)
Common Stock	12/31/2011		J	V 1,464,401	D \$ 0 (5)	4,494,192	I By Limited Partnership * (4)
Common Stock	12/31/2011		J	V 1,256,255	D \$ 0 (6)	5,750,347	I By Limited Partnership * (4)

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Common Stock	12/31/2011	J V	262,768	D	\$ 0 (7)	6,013,115	I	By Limited Partnership * (4)
Common Stock						542,205	I	By Limited Partnership * (8)
Common Stock						57,807	I	By Annuity Trust * (9)
Common Stock						91,324	I	By Trust * (10)
Common Stock						130,247	I	By Trust * (11)
Common Stock						32,642	I	By Trust * (12)
Common Stock						32,642	I	By Trust * (13)
Common Stock						31,352	I	By Trust * (14)
Common Stock						32,642	I	By Trust * (15)
Common Stock						32,642	I	By Trust * (16)
Common Stock						31,152	I	By Trust * (17)
Common Stock						17,244	I	By Trust * (18)
Common Shares						118,715	D	

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.

SEC 1474
(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	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. Nu
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of (D)
(Instr. 3,
4, and 5)

(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			
	Director	10% Owner	Officer	Other
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 01/04/2011

**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).
- (1) Gift from W.S.B., Inc. ("WSB") of 37,550 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") to the Marianne Boyd Gaming Properties Trust, of which Marianne E. Boyd is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership.
- (2) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, which is included in note (2) hereof.
- (3) Exempt transfer of 722,353 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the W.M. Limited Partnership ("W.M. LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-00 Limited Partnership ("BG-00 LP"), of which the MBGPT is the general partner, by way of a merger of the W.M. LP into the BG-00 LP effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
- (4) By the BG-00 LP of which MBGPT is the general partner thereof.
- (5) Exempt transfer of 1,464,401 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-99 Limited Partnership ("BG-99 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-00 Limited Partnership ("BG-00 LP"), of which the MBGPT is the general partner, by way of a merger of the BG-99 LP into the BG-00 LP effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
- (6) Exempt transfer of 1,256,155 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Limited Partnership ("BG-01 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-00 Limited Partnership ("BG-00 LP"), of which the MBGPT is the general partner by way of a merger of the BG-01 LP into the BG-00 LP effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
- (7) Exempt transfer of 262,768 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Limited Partnership ("BG-02 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-00 Limited Partnership ("BG-00 LP"), of which the MBGPT is the general partner, by way of a merger of the BG-02 LP into the BG-00

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LP effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.

- (8) 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.
- (9) By BG-09 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (10) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (11) By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
- (12) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (13) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (14) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (15) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (16) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (17) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (18) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.

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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