

BOYD GAMING CORP
Form 4
November 17, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
11/13/2014

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 Vice President

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	11/13/2014		M		17,007 A \$ 5.22	137,821	D
Common Stock	11/13/2014		S		17,007 (1) D \$ 11.9757 (2)	120,814	D
Common Stock	11/13/2014		M		17,007 A \$ 6.7	137,821	D
Common Stock	11/13/2014		S		17,007 (1) D \$ 11.9757 (2)	120,814	D
						37,332	I

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Common Stock						By Trust * <u>(5)</u>
Common Stock		37,332	I			By Trust * <u>(6)</u>
Common Stock		36,042	I			By Trust * <u>(7)</u>
Common Stock		37,332	I			By Trust * <u>(8)</u>
Common Stock		37,332	I			By Trust * <u>(9)</u>
Common Stock		35,842	I			By Trust * <u>(10)</u>
Common Stock		21,934	I			By Trust * <u>(11)</u>
Common Stock		91,324	I			By Trust * <u>(12)</u>
Common Stock		5,612,040	I			By Trust * <u>(13)</u>
Common Stock		212,654	I			By Trust * <u>(14)</u>
Common Stock		1,859,802	I			By Trust <u>(15)</u>

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 5.22	11/13/2014		M	17,007	<u>(4)</u>	11/08/2022	Common Stock	17,007

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- (14) 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.
- (15) By the Marianne Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, BG-09 Limited Partnership which are included in notes (13) and (14) hereof.

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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