

JOHNSON MARIANNE BOYD
Form 4
February 25, 2009

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)
02/20/2009

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)
Common Stock	02/20/2009		J	V 69,517 D	1,675,532	I	By Limited Partnership * (2)
Common Stock					722,353	I	By Limited Partnership * (3)
Common Stock					1,907,138	I	By Limited Partnership * (4)
Common Stock					2,339,618	I	By Limited Partnership

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			* <u>(5)</u>
Common Stock	1,552,049	I	By Limited Partnership * <u>(6)</u>
Common Stock	53,904	I	By Annuity * <u>(7)</u>
Common Stock	108,340	I	By Annuity * <u>(8)</u>
Common Stock	30,582	I	By Annuity * <u>(9)</u>
Common Stock	32,613	I	By Annuity * <u>(10)</u>
Common Stock	62,218	I	By Annuity * <u>(11)</u>
Common Stock	123,587	I	By Annuity * <u>(12)</u>
Common Stock	30,011	I	By Trust * <u>(13)</u>
Common Stock	30,011	I	By Trust * <u>(14)</u>
Common Stock	28,721	I	By Trust * <u>(15)</u>
Common Stock	30,011	I	By Trust * <u>(16)</u>
Common Stock	30,011	I	By Trust * <u>(17)</u>
Common Stock	28,521	I	By Trust * <u>(18)</u>
Common Stock	14,613	I	By Trust * <u>(19)</u>
Common Stock	91,324	I	By Trust * <u>(20)</u>
Common Stock	130,247	I	By Trust * <u>(21)</u>
Common Stock	1,776,288	I	By Trust <u>(22)</u>
Common Stock	69,934	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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 6)
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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
Date: 02/25/2009

**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 69,517 shares of Common Stock of Boyd Gaming Corporation ("Company") 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-01 Grantor Retained Annuity Trust 1 ("BG-01 GRAT 1"), of which the reporting person is the trustee. 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. Thereafter, the BG01 GRAT 1 transferred the 69,517 shares of Common Stock to William S. Boyd, the settler of BG-01 GRAT 1. **
- (2) By the BG-01 Limited Partnership
 - (3) By the W.M. Limited Partnership
 - (4) By the BG-99 Limited Partnership
 - (5) By BG-00 Limited Partnership

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- (6) By BG-02 Limited Partnership
- (7) By the BG-01 Grantor Retained Annuity Trust 2 ("BG-01 GRAT 2"), of which the reporting person is the trustee.
- (8) By the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee.
- (9) By the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which the reporting person is the trustee.
- (10) By the BG-00 Grantor Retained Annuity Trust 3 ("BG-00 GRAT 3"), of which the reporting person is the trustee.
- (11) By the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee.
- (12) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee.
- (13) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (14) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (15) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (16) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (17) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (20) By the Johnson Children's Trust, dated June 24, 1996, Bruno Mark, trustee.
- (21) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.
- (22) By the Marianne E. Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by W.M. Limited Partnership, BG-99 Limited Partnership, BG-00 Limited Partnership, BG-01 Limited Partnership and BG-02 Limited Partnership.

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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