

BOYD GAMING CORP  
Form 4/A  
October 20, 2009

**FORM 4**

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

OMB APPROVAL

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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)  
10/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/19/2009

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	10/15/2009		J		45,000	A	\$ 0 (1) (2)
Common Stock	10/19/2009		J		945,000	A	\$ 0 (1) (2)
Common Stock					1,731,288	I	By Trust (4)
Common Stock					722,353	I	By Limited Partnership * (5)

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Common Stock	1,907,138	I	By Limited Partnership * <u>(6)</u>
Common Stock	2,339,618	I	By Limited Partnership * <u>(7)</u>
Common Stock	1,675,532	I	By Limited Partnership * <u>(8)</u>
Common Stock	1,552,049	I	By Limited Partnership * <u>(9)</u>
Common Stock	53,904	I	By Annuity * <u>(10)</u>
Common Stock	108,340	I	By Annuity * <u>(11)</u>
Common Stock	30,582	I	By Annuity * <u>(12)</u>
Common Stock	32,613	I	By Annuity * <u>(13)</u>
Common Stock	62,218	I	By Annuity * <u>(14)</u>
Common Stock	123,587	I	By Annuity * <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	28,721	I	By Trust * <u>(18)</u>
Common Stock	30,011	I	By Trust * <u>(19)</u>
Common Stock	30,011	I	By Trust * <u>(20)</u>
Common Stock	28,521	I	By Trust * <u>(21)</u>
Common Stock	14,613	I	By Trust * <u>(22)</u>
Common Stock	91,324	I	By Trust * <u>(23)</u>
Common Stock	130,247	I	By Trust * <u>(24)</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 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 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 Beneficially Owned (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 10/19/2009

\*\*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) The reporting person, her father and her brothers formed a family limited partnership, BG-09 Limited Partnership ("BG-09"). Entities controlled by the reporting person, her father and her brothers are the limited partners of BG-09, and each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners of BG-09. In connection with the formation of BG-09: (A) On October 19, 2009 WSBGPT contributed 900,000 shares of Boyd Gaming Common Stock and received an 84% limited partnership interest and a 1% general partnership interest, and The William R. Boyd

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Gaming Properties Trust contributed 45,000 shares of Boyd Gaming Common Stock and received a 5% limited partnership interest; and (B) On October 15, 2009 The Samuel J. Boyd Gaming Properties Trust contributed 45,000 shares of Boyd Gaming Common Stock and received a 5% limited partnership interest. Continued on Footnote 2.

- (2) In addition, in connection with the formation of BG-09, on October 19, 2009 MBGPT contributed 45,000 shares of Boyd Gaming Common Stock to BG-09 and received a 4% limited partnership interest and a 1% general partnership interest. The effect of the contribution of the 45,000 shares of Boyd Gaming Common Stock to BG-09 by MBGPT was a change in one form of indirect beneficial ownership by the reporting person to another form of indirect beneficial ownership by the reporting person. Marianne Boyd Johnson is the trustee, settlor and beneficiary of MBGPT. \*
- (3) By BG-09 Limited Partnership
- 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.
- (5) By the W.M. Limited Partnership
- (6) By the BG-99 Limited Partnership
- (7) By BG-00 Limited Partnership
- (8) By BG-01 Limited Partnership
- (9) By BG-02 Limited Partnership
- (10) By the BG-01 Grantor Retained Annuity Trust 2 ("BG-01 GRAT 2"), of which the reporting person is the trustee.
- (11) By the BG-01 Grantor Retained Annuity Trust 3 ("BG-01 GRAT 3"), of which the reporting person is the trustee.
- (12) By the BG-99 Grantor Retained Annuity Trust 3 ("BG-99 GRAT 3"), of which the reporting person is the trustee.
- (13) By the BG-00 Grantor Retained Annuity Trust 3 ("BG-00 GRAT 3"), of which the reporting person is the trustee.
- (14) By the BG-02 Grantor Retained Annuity Trust 2 ("BG-02 GRAT 2"), of which the reporting person is the trustee.
- (15) By the BG-02 Grantor Retained Annuity Trust 3 ("BG-02 GRAT 3"), of which the reporting person is the trustee.
- (16) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (17) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (20) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (21) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (22) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (23) By the Johnson Children's Trust, dated June 24, 1996, Bruno Mark, trustee.
- (24) William R. Boyd and Myong Boyd Children's Trust dated August 1, 1993, of which the Reporting Person is the trustee.

### Remarks:

\* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except to the extent of the reporting person's beneficial ownership.

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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