

JOHNSON MARIANNE BOYD
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)
10/29/2007

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)

Senior 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/29/2007 | | J | | 24,561 | D | \$ 0 (1) |
| | | | | | | | 181,932 |
| | | | | | | | I |
| | | | | | | | By Trust * (7) |
| Common Stock | 10/29/2007 | | J | | 19,997 | D | \$ 0 (2) |
| | | | | | | | 223,575 |
| | | | | | | | I |
| | | | | | | | By Trust * (8) |
| Common Stock | 10/29/2007 | | J | | 8,881 | D | \$ 0 (3) |
| | | | | | | | 3,920 |
| | | | | | | | I |
| | | | | | | | By Annuity Trust * (9) |
| Common Stock | 10/29/2007 | | J | | 5,540 | D | \$ 0 (4) |
| | | | | | | | 17,005 |
| | | | | | | | I |
| | | | | | | | By Annuity Trust * (10) |
| | 10/29/2007 | | J | | 9,920 | D | 0 |
| | | | | | | | I |

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| | | | | | | | | |
|--------------|------------|---|--------|---|--------------------|-----------|---|--------------------------------|
| Common Stock | | | | | \$ 0 <u>(5)</u> | | | By Annuity Trust * <u>(11)</u> |
| Common Stock | 10/29/2007 | J | 17,421 | D | \$ 0 <u>(6)</u> | 0 | I | By Annuity Trust * <u>(12)</u> |
| Common Stock | | | | | | 109,243 | I | By Annuity Trust * <u>(13)</u> |
| Common Stock | | | | | | 114,768 | I | By Annuity Trust * <u>(14)</u> |
| Common Stock | | | | | | 12,934 | I | By Annuity Trust * <u>(15)</u> |
| Common Stock | | | | | | 23,712 | I | By Annuity Trust * <u>(16)</u> |
| Common Stock | | | | | | 761,178 | I | By Annuity Trust * <u>(17)</u> |
| Common Stock | | | | | | 2,064,010 | I | By Annuity Trust * <u>(18)</u> |
| Common Stock | | | | | | 2,591,207 | I | By Annuity Trust * <u>(19)</u> |
| Common Stock | | | | | | 2,608,686 | I | By Annuity Trust * <u>(20)</u> |
| Common Stock | | | | | | 2,664,178 | I | By Annuity Trust * <u>(21)</u> |
| Common Stock | | | | | | 1,638,117 | I | By Trust <u>(22)</u> |
| Common Stock | | | | | | 27,352 | I | By Trust * <u>(23)</u> |
| Common Stock | | | | | | 27,352 | I | By Trust * <u>(24)</u> |
| Common Stock | | | | | | 26,062 | I | By Trust * <u>(25)</u> |
| Common Stock | | | | | | 27,352 | I | By Trust * <u>(26)</u> |

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| | | | |
|--------------|--------|---|--------------------|
| Common Stock | 27,352 | I | By Trust * (27) |
| Common Stock | 25,862 | I | By Trust * (28) |
| Common Stock | 11,954 | I | By Trust * (29) |
| Common Stock | 91,324 | I | By Trust * (30) |
| Common Stock | 26,629 | D | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | Senior Vice President | |

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd
Johnson

10/31/2007

__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) Distribution of 24,561 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Grantor Retained Annuity Trust #2 ("WSB GRAT #2"), of which the reporting person is trustee, to William S. Boyd, the settlor of WSB GRAT #2. **
- (2) Distribution of 19,997 shares of Common Stock from the William S. Boyd Grantor Retained Annuity Trust #3 ("WSB GRAT #3"), of which the reporting person is trustee, to William S. Boyd, the settlor of WSB GRAT #3. **
- (3) Distribution of 8,881 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Grantor Retained Annuity Trust #2 ("BG-01 GRAT #2"), of which the reporting person is trustee, to William S. Boyd, the settlor of BG-01 GRAT #2. **
- (4) Distribution of 5,540 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Grantor Retained Annuity Trust #3 ("BG-01 GRAT #3"), of which the reporting person is trustee, to William S. Boyd, the settlor of BG-01 GRAT #3. **
- (5) Distribution of 9,920 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Grantor Retained Annuity Trust #2 ("BG-02 GRAT #2"), of which the reporting person is trustee, to William S. Boyd, the settlor of BG-02 GRAT #2. **
- (6) Distribution of 17,421 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Grantor Retained Annuity Trust #3 ("BG-02 GRAT #3"), of which the reporting person is trustee, to William S. Boyd, the settlor of BG-02 GRAT #3. **
- (7) By WSB GRAT #2, of which the reporting person is the trustee.
- (8) By WSB GRAT #3, of which the reporting person is the trustee.
- (9) By BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (10) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (11) By BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (12) By BG-02 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (13) By BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (14) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (15) By BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (16) By BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (17) By W.M. Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (18) By BG-99 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (19) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (20) By BG-01 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (21) By BG-02 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (22)

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By the Marianne 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, which are included in notes (17) through (21) hereof.

- (23) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (24) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (25) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (26) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (27) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (28) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (29) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (30) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, 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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