

AMERISTAR CASINOS INC  
Form 4  
August 13, 2013

**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

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 \*  
**WALSH PETER**

2. Issuer Name and Ticker or Trading Symbol  
**AMERISTAR CASINOS INC [ASCA]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
16633 VENTURA  
BOULEVARD, SUITE 1050  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, GC, Chief Admin Officer

ENCINO, CA 91436

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

(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 Ownership (Instr. 4) |                         |  |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------|--|---|-----------------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price                   |  |   |                             |
| Common Stock                    | 08/13/2013                           |  | D                              |   | 68,906  | D  |                                   | \$ 26.50 <sup>(1)</sup> |  | D |                             |
| Common Stock                    | 08/13/2013                           |  | D                              |   | 65,010  | D  |                                   | \$ 26.50 <sup>(2)</sup> |  | I | Family Trust <sup>(3)</sup> |

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

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SEC 1474  
(9-02)

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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 16.68   | 08/13/2013                           |  | D                              | 73,490  | (4) 07/25/2022   |   | Common Stock | 73,490               |
| Employee Stock Option (Right to Buy)       | \$ 17.62   | 08/13/2013                           |  | D                              | 133,656   | (4) 11/21/2021   |   | Common Stock | 133,656              |
| Employee Stock Option (Right to Buy)       | \$ 12.57   | 08/13/2013                           |  | D                              | 33,800  | (4) 07/25/2018   |   | Common Stock | 33,800               |
| Employee Stock Option (Right to Buy)       | \$ 15.62   | 08/13/2013                           |  | D                              | 28,540  | (4) 07/30/2020   |   | Common Stock | 28,540               |
| Employee Stock Option (Right to Buy)       | \$ 18.62   | 08/13/2013                           |  | D                              | 34,090  | (4) 07/31/2019   |   | Common Stock | 34,090               |
| Employee Stock Option (Right to Buy)       | \$ 21.3  | 08/13/2013                           |  | D                              | 42,944  | (4) 12/16/2014   |   | Common Stock | 42,944               |
| Employee Stock Option (Right to Buy)       | \$ 22.09   | 08/13/2013                           |  | D                              | 28,670  | (4) 07/29/2021   |   | Common Stock | 28,670               |

Buy)

Employee

Stock

Option

\$ 22.87

08/13/2013

D

40,718

(4)

12/15/2015

Common  
Stock

40,718

(Right to

Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| WALSH PETER<br>16633 VENTURA BOULEVARD<br>SUITE 1050<br>ENCINO, CA 91436 |               |           | SVP, GC,<br>Chief Admin<br>Officer |       |

## Signatures

/s/ Peter C.

08/13/2013

Walsh

\_\_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) Pursuant to the terms of the issuer's applicable stock incentive plans and the terms of the Agreement and Plan of Merger (the "Merger") among the issuer, Pinnacle Entertainment, Inc., and certain affiliates of Pinnacle, vesting of restricted stock units included in these securities (if not already vested) was accelerated and such units were cancelled in the Merger in exchange for a cash payment equal to \$26.50, the price payable by the acquirer in the Merger (the "Merger Price") for each share receivable in respect of such units.

(2) Pursuant to the Merger, all outstanding shares of common stock of the issuer were cancelled in exchange for the right to receive the Merger Price in cash.

(3) Securities owned by the Walsh Family Trust dated 9-11-03, of which Mr. Walsh and his spouse are co-trustees.

(4) Pursuant to the issuer's applicable stock incentive plans and the terms of the Merger, vesting of these options (if not already vested) was accelerated and such options were cancelled in the Merger in exchange for a cash payment, per share, equal to the difference between the Merger Price and the exercise price of the option.

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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