

JOHNSON MARIANNE BOYD
Form 4
February 13, 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

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)
3883 HOWARD HUGHES
PARKWAY, NINTH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Street)
LAS VEGAS, NV 89169

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)
				(A) or (D) Price			
Common Stock					30,582	I	By Annuity Trust * (1)
Common Stock					32,613	I	By Annuity Trust * (2)
Common Stock					108,340	I	By Annuity Trust * (3)
Common Stock					123,587	I	By Annuity

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				Trust * <u>(4)</u>
Common Stock		30,011	I	By Trust * <u>(5)</u>
Common Stock		30,011	I	By Trust * <u>(6)</u>
Common Stock		28,721	I	By Trust * <u>(7)</u>
Common Stock		30,011	I	By Trust * <u>(8)</u>
Common Stock		30,011	I	By Trust * <u>(9)</u>
Common Stock		28,521	I	By Trust * <u>(10)</u>
Common Stock		14,613	I	By Trust * <u>(11)</u>
Common Stock		91,324	I	By Trust * <u>(12)</u>
Common Stock		130,247	I	By Trust * <u>(13)</u>
Common Stock		1,776,288	I	By Trust <u>(14)</u>
Common Shares		69,934	D	

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

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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 Following Reported Transaction (Instr. 6)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number		

