#### **BOYD GAMING CORP**

Form 4 April 17, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** CHAKMAK PAUL			2. Issuer Name <b>and</b> Symbol	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  3883 HOWARD HUGHES PARKKWAY, NINTH FLOOR			BOYD GAMING 3. Date of Earliest Tra		(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  Executive Vice President & COO			
			(Month/Day/Year) 04/16/2008					
(Street)			4. If Amendment, Day Filed(Month/Day/Year)	č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAS VEG	AS, NV 89169	)			Form filed by C Form filed by M Person	1 0		
(City)	(State)	(Zip)	Table I - Non-D	erivative Securities Acq	uired, Disposed of	, or Beneficial	lly Owne	
1.Title of	2. Transaction	n Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Natur	

							• •	*	~
1.Title of	2. Transaction Date		3.	4. Securiti		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Institution and I)		
Common	04/16/2008		A	23,095	A	\$0	38,095	D	
Stock				(1)		(1)	,		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title I	Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHAKMAK PAUL 3883 HOWARD HUGHES PARKKWAY NINTH FLOOR LAS VEGAS, NV 89169

Executive Vice President & COO

## **Signatures**

Paul Chakmak 04/17/2008

\*\*Signature of Person Date

\*\*Reporting Person

# **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).

The Reporting Person was awarded 23,095 Restricted Stock Units for no consideration pursuant to the Issuer's 2002 Stock Incentive Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock upon vesting. The Restricted Stock Units will vest in full upon the sooner to occur of (i) April 16, 2013 or (ii) a date after October 16, 2009 upon which the closing price of the Issuer's common stock is \$25.98 (which represents 150% of the closing price of the Issuer's common stock on April 15, 2008) or greater for twenty (20) consecutive trading days beginning on or after October 16, 2009. The Restricted Stock Units are subject to the forfeiture and other terms and conditions contained in the award agreement and the 2002 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2