

BOYD WILLIAM S  
Form 4  
January 04, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BOYD WILLIAM S**

(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)  
**12/31/2011**

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)  
**Executive Chairman & Director**

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                    | 12/31/2011                           |  | J                              | V 28,000 D \$ 0 (1)   | 112,652   | I  | By Corporation ** (2)                                 |
| Common Stock                    | 12/31/2011                           |  | G                              | V 37,551 D \$ 0 (3)   | 75,101  | I  | By Corporation * (2)                                  |
| Common Stock                    | 12/31/2011                           |  | G                              | V 37,551 D \$ 0 (4)   | 37,550  | I  | By Corporation * (2)                                  |
| Common Stock                    | 12/31/2011                           |  | G                              | V 37,550 D \$ 0 (5)   | 0   | I  | By Corporation  |

|              |  |  |  |            |   |                                  |
|--------------|--|--|--|------------|---|----------------------------------|
| Common Stock |  |  |  | 18,696,232 | I | * (2)<br>By Trust **<br>(6)      |
| Common Stock |  |  |  | 542,205    | I | By Limited Partnership<br>** (7) |
| Common Stock |  |  |  | 153,117    | I | By Spouse<br>**                  |
| Common Stock |  |  |  | 91,937     | D |                                  |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| BOYD WILLIAM S<br>3883 HOWARD HUGHES PARKWAY<br>NINTH FLOOR<br>LAS VEGAS, NV 89169 | X             | X         | Executive Chairman & Director |       |

## Signatures

Brian A. Larson, Attorney-in-Fact for William S.  
Boyd

01/04/2012

\_\_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).  

Exempt transfer of 28,000 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Family Corporation ("Family Corporation") which is the reporting person's wholly owned corporation to W.S.B., Inc., ("WSB") which is another wholly owned corporation of the reporting person, by way of a merger of William S. Boyd Family Corporation into the W.S.B., Inc. effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (1) is another wholly owned corporation of the reporting person, by way of a merger of William S. Boyd Family Corporation into the W.S.B., Inc. effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (2) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (3) Gift from W.S.B. of 37,551 shares of Common Stock to the Samuel Joseph Boyd Gaming Properties Trust, of which Samuel Joseph Boyd is the Trustee, Settlor and Beneficiary,
- (4) Gift from W.S.B. of 37, 551 shares of Common Stock to the William Richard Boyd Gaming Properties Trust, of which William Richard Boyd is the Trustee, Settlor and Beneficiary.
- (5) Gift from W.S.B. of 37,550 shares of Common Stock to the Marianne Boyd Gaming Properties Trust, of which Marianne E. Boyd is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership,
- (6) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (7) By BG-09 Limited Partnership, of which each of WSBGPT and MBGPT are the general partners thereof.

### Remarks:

\*\* The Reporting Person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities th

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.