

JOHNSON MARIANNE BOYD  
Form 4  
December 12, 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 \*  
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)  
12/10/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman and Executive VP

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/10/2012		J		158,169	D	\$ 0 (1)	384,036	I	By Limited Partnership * (2)
Common Stock	12/10/2012		J		125,085	D	\$ 0 (3)	258,951	I	By Limited Partnership * (2)
Common Stock	12/10/2012		J		3,295	D	\$ 0 (4)	255,656	I	By Limited Partnership * (2)
Common Stock	12/10/2012		J		14,334	D	\$ 0 (5)	241,322	I	By Limited Partnership

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								* <u>(2)</u>
Common Stock	12/10/2012	J	14,334	D	<u>\$ 0</u> (6)	226,988	I	By Limited Partnership * <u>(2)</u>
Common Stock	12/10/2012	J	14,334	D	<u>\$ 0</u> (7)	212,654	I	By Limited Partnership * <u>(2)</u>
Common Stock	12/10/2012	J	158,169	D	<u>\$ 0</u> (8)	0	I	By Annuity Trust * <u>(9)</u>
Common Stock	12/10/2012	J	103,206	D	<u>\$ 0</u> (10)	79,686	I	By Annuity Trust * <u>(11)</u>
Common Stock	12/10/2012	J	14,334	A	<u>\$ 0</u> (12)	1,868,166	I	By Trust <u>(13)</u>
Common Stock						91,324	I	By Trust * <u>(14)</u>
Common Stock						130,247	I	By Trust * <u>(15)</u>
Common Stock						34,420	I	By Trust * <u>(16)</u>
Common Stock						34,420	I	By Trust * <u>(17)</u>
Common Stock						33,130	I	By Trust * <u>(18)</u>
Common Stock						34,420	I	By Trust * <u>(19)</u>
Common Stock						34,420	I	By Trust * <u>(20)</u>
Common Stock						32,930	I	By Trust * <u>(21)</u>
Common Stock						19,022	I	By Trust * <u>(22)</u>
Common Stock						6,013,115	I	By Limited Partnership * <u>(23)</u>
Common Stock						127,076	D	

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

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(9-02)

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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 Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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	Vice Chairman and Executive VP	

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

12/10/2012  
 \_\_\_\_\_  
 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) Transfer of 158,169 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-09 Limited Partnership ("BG-09 LP") of which The Marianne Boyd Gaming Properties Trust ("MBGPT") is the general partner, to the BG-09 Grantor Retained Annuity Trust 1 ("BG-09 GRAT 1"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another. The reporting person is the trustee, settlor and beneficiary of MBGPT.
  - (2) By the BG-09 LP, of which MBGPT, is the general partner thereof.
  - (3) Transfer of 125,085 shares of Common Stock from the BG-09 Limited Partnership ("BG-09 LP") of which MBGPT is the general partner, to the BG-09 Grantor Retained Annuity Trust 2 ("BG-09 GRAT 1"), of which the reporting person is the trustee. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
  - (4) Transfer of 3,295 shares of Common Stock from the BG-09 LP, of which MBGPT is the general partner, to The William S. Boyd Gaming Properties Trust, of which William S. Boyd is the Trustee, Settlor and Beneficiary.
  - (5) Transfer of 14,334 shares of Common Stock from the BG-09 LP, of which MBGPT is the general partner, to The Samuel J. Boyd Gaming Properties Trust, of which Samuel J. Boyd is the Trustee, Settlor and Beneficiary.

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- (6) Transfer of 14,334 shares of Common Stock from the BG-09 LP, of which MBGPT is the general partner, to MBGPT. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.
- (7) Transfer of 14,334 shares of Common Stock from the BG-09 LP, of which MBGPT is the general partner, to The William R. Boyd Gaming Properties Trust, of which William R. Boyd is the Trustee, Settlor and Beneficiary.
- (8) Transfer of 158,169 shares of Common Stock from BG-09 GRAT 1 to William S. Boyd, the settlor of BG-09 GRAT 1. \*\*
- (9) By the BG-09 GRAT 1, of which the reporting person is the trustee.
- (10) Transfer of 103,206 shares of Common Stock from BG-09 GRAT 2 to William S. Boyd, the settlor of BG-09 GRAT 2. \*\*
- (11) By the BG-09 GRAT 2, of which the reporting person is the trustee.
- (12) Distribution of 14,334 shares of Common Stock from BG-09 LP to the MBGPT, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (13) By the MBGPT, excluding shares held by BG-00 LP and BG-09 LP.
- (14) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (15) By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
- (16) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (17) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (18) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (19) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (20) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (21) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (22) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (23) By BG-00 Limited Partnership, of which the MBGPT is the general partner thereof.

### 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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