

JOHNSON MARIANNE BOYD

Form 4

December 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

2950 INDUSTRIAL ROAD

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOYD GAMING CORP [BYD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2006

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)

Senior Vice President

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								761,178	I	By Annuity Trust * <u>(1)</u>
Common Stock								2,064,010	I	By Annuity Trust * <u>(2)</u>
Common Stock								2,591,207	I	By Annuity Trust * <u>(3)</u>
Common Stock								2,608,686	I	By Annuity

			Trust * ⁽⁴⁾
Common Stock	2,664,178	I	By Annuity Trust * ⁽⁵⁾
Common Stock	206,493	I	By Annuity Trust * ⁽⁶⁾
Common Stock	243,572	I	By Annuity Trust * ⁽⁷⁾
Common Stock	109,243	I	By Annuity Trust * ⁽⁸⁾
Common Stock	114,768	I	By Annuity Trust * ⁽⁹⁾
Common Stock	12,934	I	By Annuity Trust * ⁽¹⁰⁾
Common Stock	23,712	I	By Annuity Trust * ⁽¹¹⁾
Common Stock	12,801	I	By Annuity Trust * ⁽¹²⁾
Common Stock	22,545	I	By Annuity Trust * ⁽¹³⁾
Common Stock	9,920	I	By Annuity Trust * ⁽¹⁴⁾
Common Stock	17,421	I	By Annuity Trust * ⁽¹⁵⁾
Common Stock	26,629	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X	X	Senior Vice President	

Signatures

Jeffrey R. Rodefer, Attorney-in-Fact for Marianne Boyd
Johnson

12/14/2006

__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) By W.M. Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (2) By BG-99 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (3) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (4) By BG-01 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (5) By BG-02 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (6) By WSB GRAT #2, of which the reporting person is the trustee.
- (7) By WSB GRAT #3, of which the reporting person is the trustee.
- (8) By BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (9) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (10) By BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.

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- (11) By BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (12) By BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (13) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (14) By BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (15) By BG-02 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.

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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