

STATION CASINOS INC  
Form PRRN14A  
March 24, 2005

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. Two)

Filed by the Registrant [ ]

Filed by a Party other than the Registrant [X ]

Check the appropriate box:

[X ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-12

(Name of Registrant as Specified In Its Charter)

Station Casinos, Inc.

(Name of Person(s) Filing Proxy Statement, if other than the  
Registrant)

UNITE HERE

Payment of Filing Fee (Check the appropriate box):

[x ] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4)  
and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which  
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4) Proposed maximum aggregate value of transaction:

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[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

Schedule 14A

3) Filing Party:

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4) Date Filed:

March 24, 2005

PROXY STATEMENT  
INDEPENDENT SHAREHOLDER SOLICITATION  
for Annual Shareholders Meeting

STATION CASINOS, INC.  
May 18, 2005  
[LOCATION]  
[TIME]

First released to Shareholders \_\_\_\_\_, 2005

UNITE HERE  
1630 S. Commerce St.  
Las Vegas, NV 89102  
Tel. (702) 386-5188  
Fax: (702) 386-5241

To Fellow Station Casinos, Inc. Shareholders:

We are writing to urge you to support our shareholder proposals recommending reforms to enhance shareholder rights at Station Casinos, Inc. (the Company).

Station Casinos has been one of the leading performers in the gaming industry. However, we are concerned about the Company's corporate governance practices and restrictions on shareholder rights. We believe the Company's arsenal of anti-takeover devices--a classified board, a stockholder rights plan (or "poison pill"), blank check preferred stock, supermajority voting requirements, golden parachutes, and restrictions on shareholders' ability to call special meetings or act by written consent--serve

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to potentially entrench management and Board of Directors from shareholders.

It is our opinion that enhancing shareholder rights at Station Casinos, rather than maintaining the Company's current entrenchment devices, is the best guarantee to ensure the continuing success of the Company.

Removing the Company's anti-takeover devices is especially important given the unprecedented merger-and-acquisition activity in the gaming industry. In 2004, over \$22 billion in gaming deals were announced, and Boyd Gaming completed its \$1.4 billion acquisition of Coast Resorts, a major Station Casinos' competitor.

We believe the trend of consolidation among gaming operators is likely to continue, a view backed by top gaming industry analysts:

"We believe that the industry could continue to experience consolidation, particularly among the small-cap operators, as the gap between them and the large caps continues to widen." (Lehman Brothers Global Equity Research, "Opportunity Knocks", Aug. 24, 2004)