

STATION CASINOS INC  
Form DFRN14A  
May 11, 2005  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. One)

Filed by the Registrant [ ]

Filed by a Party other than the Registrant [X ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

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

[ X] 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.

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4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

Schedule 14A

3) Filing Party:

UNITE HERE

4) Date Filed: May 11, 2005

UNITE HERE

1630 S. Commerce Street

Las Vegas, Nevada 89102

Phone: (702) 386-5231

Fax: (702) 386-5241

Dear Fellow Station Casino, Inc. Shareholder:

We are writing to urge you to vote FOR our three advisory shareholder proposals on corporate governance reform at Station Casinos, Inc. (the "Company") at the annual shareholder meeting on May 18, 2005. These proposals are listed as proposals 4 through 6 on the Company's white proxy card, and proposals 4 through 6 on our blue proxy card. We urge you to vote FOR all of these proposals.

Reasons to Support Our Proposals on Corporate Governance Reform

\* Top Independent Proxy Voting Firms Support Our Proposals. Both Institutional Shareholder Services (ISS), the world's leading provider of proxy voting and corporate governance services with more than 1,200 institutional and corporate clients worldwide, and Glass, Lewis & Co., a leading proxy advisory firm that serves clients with nearly \$8 trillion in assets, have recommended support for our three proposals.

According to ISS, "requiring a higher voting threshold could permit management to entrench itself by blocking amendments that are in shareholders' best interests" and "a classified board can entrench management and effectively preclude most takeover bids or proxy contests." Similarly, according to Glass Lewis, "supermajority vote requirements act as impediments to takeover proposals and impede shareholders' ability to approve ballot items that are in their interests. This in turn degrades share value and can limit the possibility of buyout premiums to shareholders." Also, Glass Lewis' analysis states that "managers are often motivated to preserve their own jobs or to arrange for substantial payouts and, as a result, may not act in the best interests of shareholders when it comes to potential takeovers."1

\* Unprecedented Merger-and-Acquisition Activity Calls for Protection of Shareholder Rights. In our view, Station Casinos has too many corporate governance structures that restrict shareholder rights. We believe there needs to be a more appropriate balance of power between the Company's board and its shareholders, particularly if there is a takeover bid for the Company.

\* Follow the Lead of Leading Gaming Companies. MGM Mirage Inc., the largest gaming company in the world, requires only a simple majority of shareholder votes to change its bylaws; holds annual election of all its directors; and does not have a "poison pill." International Game Technology, the largest gaming equipment manufacturer, does not have a classified board nor a poison pill, either.

\* Common-Sense Ideas for Corporate America. An impressive array of leading American corporations has recently adopted the measures we are proposing at Station Casinos. Companies that have declassified their boards of directors in the last two years include Procter & Gamble, Eastman Kodak, Morgan Stanley, and Federated Department Stores. Those that have decided to remove poison pills within the last two years included Allstate, Choice Hotels, Bank of New York, and Circuit City Stores. Major American corporations that do not have a classified board nor a poison pill include IBM, General Electric, The Walt Disney Co., and Wells Fargo.

We urge you to vote FOR our corporate governance reform proposals and send a clear message to the Company's management that we shareholders desire to see our rights as the owners of the company to be respected and fully protected.

We enclose a revised proxy card (blue proxy card). You may vote again to change your vote even if you have already returned a proxy card. Please contact Ken Liu at (702) 386-5231 if you have any questions.

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Released to Station Casinos, Inc. Shareholders on or about May 11, 2005.

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1 None of the publications or authors cited herein are participants in this proxy statement. We have not requested nor obtained the consent of any of these sources for referring to these materials herein.

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BLUE PROXY CARD

PROXY CARD

Solicited by UNITE HERE

for

Annual Shareholders Meeting of Station Casinos, Inc.

May 18, 2005

The undersigned hereby designates Chris Bohner and Ken Liu, with full power of substitution, as the proxies of the undersigned for the sole purpose of voting all stock of the undersigned in the manner marked below at the Station Casinos, Inc. annual shareholders meeting for 2005. This proxy card grants no discretionary voting authority: if matters come before the meeting other than the items below, the stock of the undersigned will not be voted on such matters.

UNITE HERE MAKES NO RECOMMENDATION ON THE DIRECTORS ELECTION AND MANAGEMENT PROPOSALS

1. Election of two directors to serve until the 2008 annual meeting.

FOR ALL NOMINEES  WITHHOLD ALL NOMINEES.

WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE. WRITE NAME(S) OF NOMINEE(S) BELOW.

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2. Approval of the Company's 2005 Stock Compensation Program.

FOR  AGAINST  ABSTAIN

3. Ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2005.

FOR  AGAINST  ABSTAIN

UNITE HERE URGES A VOTE FOR THE FOLLOWING SHAREHOLDER PROPOSALS:

4. Recommending changing the "supermajority" voting provision for bylaw amendments to simple majority.

FOR  AGAINST  ABSTAIN

5. Recommending declassification of the board (institute annual election of directors).

FOR  AGAINST  ABSTAIN

6. Recommending the Company's "poison pill" be put up for a shareholder vote .

FOR  AGAINST  ABSTAIN

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If no direction is made above, UNITE HERE will vote this card FOR the shareholder proposals and not vote it on other matters.

SIGNATURE: \_\_\_\_\_ Dated: \_\_\_\_\_

PRINT: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE (if shares not held in above name): \_\_\_\_\_

Optional information so we can make sure your vote gets counted and provide you more info about shareholder issues at Station Casinos (your info will not be put to any other use):

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

E-mail address: \_\_\_\_\_

This card can be returned by fax to (702) 386-5241.

BLUE PROXY CARD