

Cochrane Luther P  
Form 4  
April 03, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Cochrane Luther P

2. Issuer Name and Ticker or Trading Symbol  
AMERISTAR CASINOS INC  
[ASCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/30/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

3773 HOWARD HUGHES  
PKWY, SUITE 490S

(Street)

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

LAS VEGAS, NV 89169

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security<br>(Instr. 3)                | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                                     |
|---------------------------------------|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                                       |   |                         | Code               | V  | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>Buy) | \$ 22.88  | 03/30/2012              | D <sup>(1)</sup>   |  | 17,600           |                  | <u>(1)(2)</u>       | 01/27/2013         | Common<br>Stock | 17,600                              |
| Stock<br>Options<br>(Right to<br>Buy) | \$ 31.37  | 03/30/2012              | D <sup>(1)</sup>   |  | 13,200           |                  | <u>(1)(3)</u>       | 06/08/2014         | Common<br>Stock | 13,200                              |
| Stock<br>Options<br>(Right to<br>Buy) | \$ 22.88  | 03/30/2012              | A <sup>(1)</sup>   |  | 17,600           |                  | <u>(1)(2)</u>       | 01/27/2016         | Common<br>Stock | 17,600                              |
| Stock<br>Options<br>(Right to<br>Buy) | \$ 31.37  | 03/30/2012              | A <sup>(1)</sup>   |  | 13,200           |                  | <u>(1)(3)</u>       | 06/08/2017         | Common<br>Stock | 13,200                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cochrane Luther P<br>3773 HOWARD HUGHES PKWY<br>SUITE 490S<br>LAS VEGAS, NV 89169 | X             |           |         |       |

## Signatures

/s/ Peter C. Walsh,  
Attorney-in-Fact

04/03/2012

\_\_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).

The reported transactions involve the amendment of two outstanding options, each amendment resulting in the deemed cancellation of the

- (1) "old" option to the extent of 88% of the number of shares for which it was exercisable and the grant of a replacement option exercisable for the same number of shares.
- (2) The option being amended was originally granted on January 27, 2006, and fully vested prior to the date of the reported event.
- (3) The option being amended was originally granted on June 8, 2007, and fully vested prior to the date of the reported event.

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