

JOHNSON MARIANNE BOYD
Form 4
December 14, 2006

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)

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

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

Senior Vice President

2950 INDUSTRIAL ROAD

(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 89109

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/12/2006 | | S | 3,300 D \$ 46.25 | 1,699,634 | I | By Trust (1) |
| Common Stock | 12/12/2006 | | S | 4,700 D \$ 46.24 | 1,694,934 | I | By Trust (1) |
| Common Stock | 12/12/2006 | | S | 3,100 D \$ 46.23 | 1,691,834 | I | By Trust (1) |
| Common Stock | 12/12/2006 | | S | 4,400 D \$ 46.22 | 1,687,434 | I | By Trust (1) |
| Common Stock | 12/12/2006 | | S | 2,017 D \$ 46.21 | 1,685,417 | I | By Trust (1) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--------------------------|
| Common Stock | 12/12/2006 | S | 2,100 | D | \$ 46.2 | 1,683,317 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 6,800 | D | \$ 46.19 | 1,676,517 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,000 | D | \$ 46.18 | 1,675,517 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 800 | D | \$ 46.17 | 1,674,717 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 3,600 | D | \$ 46.16 | 1,671,117 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 6,100 | D | \$ 46.15 | 1,665,017 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 5,800 | D | \$ 46.14 | 1,659,217 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,544 | D | \$ 46.13 | 1,657,673 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 8,000 | D | \$ 46.12 | 1,649,673 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,300 | D | \$ 46.11 | 1,648,373 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,500 | D | \$ 46.1 | 1,646,873 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 156 | D | \$ 46.08 | 1,646,717 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 800 | D | \$ 46.06 | 1,645,917 | I | By Trust <u>(1)</u> |
| Common Stock | 12/12/2006 | S | 7,800 | D | \$ 46.04 | 1,638,117 | I | By Trust <u>(1)</u> |
| Common Stock | | | | | | 91,324 | I | By Trust * <u>(2)</u> |
| Common Stock | | | | | | 27,090 | I | By Trust * <u>(3)</u> |
| Common Stock | | | | | | 27,090 | I | By Trust * <u>(4)</u> |
| Common Stock | | | | | | 25,800 | I | By Trust * <u>(5)</u> |
| Common Stock | | | | | | 27,090 | I | By Trust * <u>(6)</u> |
| Common Stock | | | | | | 27,090 | I | By Trust * <u>(7)</u> |
| | | | | | | 25,600 | I | |

| | | | | | | | |
|--------------|--|--|--|--------|---|--|-------------------|
| Common Stock | | | | | | | By Trust * (8) |
| Common Stock | | | | 11,692 | I | | By Trust * (9) |

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

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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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 the Marianne Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.
- (2) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.

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- (3) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (4) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (5) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (6) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the Justin Boyd Education Trust, dated November 1, 1999, 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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