Edgar Filing: BOYD GAMING CORP - Form 4

BOYD GAN Form 4												
January 06, 2												A 1
FORM	UNITED	STATES		RITIES A			NGE	COMMISS	ION	OMB OMB Number:	PPROV/ 3235	AL 6-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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									34,	Estimated average burden hours per response		ary 31, 2005 0.5
(Print or Type I	Responses)											
	ddress of Reporting	_	2. Issue Symbol	er Name an	d Ticker or	Tradin	ıg	5. Relationsł Issuer	hip of l	Reporting Per	rson(s) to	
-			BOYD	D GAMING CORP [BYD]				(Check all applicable)				
	(First) (ARD HUGHES 7, NINTH FLOO			of Earliest T Day/Year) 2015	ransaction			X Directo X Officer below) Ex	r (give		% Owner ler (specify lent	7
			Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
LAS VEGA	S, NV 89169									ne Reporting P ore than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securi	ities A	cquired, Dispos	sed of,	or Beneficia	lly Owne	d
	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, o Amount	(A) or of (D) 4 and 5 (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fc (D (I) (I)	Ownership orm: Direct 0) or Indirect 0 nstr. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	al nip
Reminder: Rep	ort on a separate line	e for each cla	ass of sec	urities bene	-		-	r indirectly. pond to the co	ollect	ion of S	SEC 1474	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Career Restricted Stock Units	<u>(1)</u>	01/02/2015		А		13,489		(2)	(2)	Common Stock	13,489	

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
BOUGHNER ROBERT L 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	Х	X Executive Vice President							
Signatures									
Brian A. Larson, Attorney-in-Fact for Robe Boughner	rt L.	01/06/2	015						
**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 Career Restricted Stock Units were granted to the Reporting Person for no consideration pursuant to the Issuer's Career Shares (1) Program under its 2012 Stock Incentive Plan. Each Career Restricted Stock Unit represents a contingent right to receive one share of

Issuer common stock.

The Career Restricted Stock Units will be paid out in shares of Issuer common stock at the time of retirement based upon the Reporting Person's/grantee's attained age and years of continuous service at the time of retirement. To receive any payout under the Career Shares Program, grantees must be at least years 55 years old and must have been continually employed by the Issuer for a minimum of 10 years. Patient at a fact the time of participation of the career shares to 50 paraent of his or her Career Patients. This increases to 75

(2) Retirement after 10 years of service will entitle a grantee to 50 percent of his or her Career Restricted Stock Units. This increases to 75 percent after 15 years and 100 percent following 20 years of employment. In the event of grantee's death or permanent disability, or following a change in control of Issuer, the grantee will be deemed to have attained age 55 and the Career Restricted Stock Units will immediately vest and convert into shares of Issuer common stock based on the grantee's years of continuous service through the date of death, termination resulting from permanent disability or the change in control, as applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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