SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	
FORM 8-K	

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

CURRENT REPORT

Date of Report: March 31, 2004

BOYD GAMING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or Other Jurisdiction of

Incorporation or Organization)

1-12882 (Commission File Number) 88-0242733 (I.R.S. Employer

Identification No.)

2950 Industrial Road

Las Vegas, Nevada 89109

(Address of Principal Executive Offices) (Zip Code)

(702) 792-7200

(Registrant s telephone number,

including area code)

Item 5. Other Events.

The information set forth in the Registrant s press release regarding its proposed private placement, dated March 31, 2004, which is filed as an exhibit hereto, is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

- (c) Exhibits
 - 99.1 Text of Press Release dated March 31, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOYD GAMING CORPORATION

Date: March 31, 2004 /s/ Ellis Landau

Ellis Landau

Executive Vice President and Chief Financial Officer

Index to Exhibits

Exhibit	Description

99.1 Text of Press Release dated March 31, 2004.