

JOHNSON MARIANNE BOYD  
Form 4  
December 19, 2008

**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)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) Price			
Common Stock					1,776,288	I	By Trust <u>(1)</u>
Common Stock					91,324	I	By Trust * <u>(2)</u>
Common Stock					130,247	I	By Trust * <u>(3)</u>
Common Stock					27,708	I	By Trust * <u>(4)</u>
Common Stock					27,708	I	By Trust * <u>(5)</u>

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Common Stock		26,418	I	By Trust * <u>(6)</u>
Common Stock		27,708	I	By Trust * <u>(7)</u>
Common Stock		27,708	I	By Trust * <u>(8)</u>
Common Stock		26,218	I	By Trust * <u>(9)</u>
Common Stock		12,310	I	By Trust * <u>(10)</u>
Common Stock		69,934	D	

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

**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.**

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 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 (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARIANNE BOYD 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X	X	Executive Vice President	

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
Johnson

12/19/2008

\_\_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, excluding shares held by W.M. LP, BG-99 LP, BG-00 LP, BG-01 LP and LP.
- (2) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (3) By the William R. Boyd and Myong Boyd Children's trust dated 8/1/93, of which the reporting person is the Trustee.
- (4) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (5) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (6) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (7) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (8) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (9) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the Trustee.
- (10) 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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