

BOYD GAMING CORP
Form 4
March 07, 2005

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 *
WHITT PERRY B

(Last) (First) (Middle)
2950 INDUSTRIAL ROAD
(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOYD GAMING CORP [BYD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/03/2005		S	54,700 D \$ 50	445,300	I	Trust ⁽¹⁾
Common Stock	03/03/2005		S	2,600 D \$ 50.01	442,700	I	Trust ⁽¹⁾
Common Stock	03/03/2005		S	1,300 D \$ 50.02	441,400	I	Trust ⁽¹⁾
Common Stock	03/03/2005		S	500 D \$ 50.026	440,900	I	Trust ⁽¹⁾
Common Stock	03/03/2005		S	2,600 D \$ 50.03	438,300	I	Trust ⁽¹⁾

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Common Stock	03/03/2005	S	3,600	D	\$ 50.0319	434,700	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	4,000	D	\$ 50.04	430,700	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	18,400	D	\$ 50.05	412,300	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	7,800	D	\$ 50.06	404,500	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	1,700	D	\$ 50.07	402,800	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	4,000	D	\$ 50.08	398,800	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	4,000	D	\$ 50.089	394,800	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	400	D	\$ 50.09	394,400	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	15,100	D	\$ 50.1	379,300	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	1,100	D	\$ 50.11	378,200	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	300	D	\$ 50.12	377,900	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	100	D	\$ 50.13	377,800	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	1,100	D	\$ 50.14	376,700	I	Trust ⁽¹⁾
Common Stock	03/03/2005	S	1,700	D	\$ 50.15	375,000	I	Trust ⁽¹⁾

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

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(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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed of (D) (Instr. 3, 4, and 5)

Trans (Instr)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITT PERRY B 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109				Director Emeritus

Signatures

Brian A. Larson, Power of Attorney for Perry B. Whitt	03/07/2005
**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 Whitt Family Trust dated 7/25/91, Perry B. Whitt and Arminta J. Whitt, Trustees.

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.