

BOYD WILLIAM S
Form 4
September 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 *
BOYD WILLIAM S

(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)
09/06/2005

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)

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/06/2005		M		425,000	A	\$ 17.21
Common Stock							14,680,779
Common Stock							34,245
Common Stock							28,000
Common Stock							761,178
Common Stock							2,064,010
							Trust ⁽¹⁾
							Corporation ⁽²⁾
							Corporation ⁽³⁾
							Limited Partnership ⁽⁴⁾
							Limited Partnership

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			(5)
Common Stock	2,591,207	I	Limited Partnership <u>(6)</u>
Common Stock	229,808	I	Annuity Trust <u>(7)</u>
Common Stock	262,554	I	Annuity Trust <u>(8)</u>
Common Stock	109,243	I	Annuity Trust <u>(9)</u>
Common Stock	114,768	I	Annuity Trust <u>(10)</u>
Common Stock	12,934	I	Annuity Trust <u>(11)</u>
Common Stock	23,712	I	Annuity Trust <u>(12)</u>
Common Stock	2,608,686	I	Limited Partnership <u>(13)</u>
Common Stock	2,664,178	I	Limited Partnership <u>(14)</u>
Common Stock	12,801	I	Annuity Trust <u>(15)</u>
Common Stock	22,545	I	Annuity Trust <u>(16)</u>
Common Stock	9,920	I	Annuity Trust <u>(17)</u>
Common Stock	17,421	I	Annuity Trust <u>(18)</u>

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 17.21	09/06/2005	M	425,000	(19)	09/05/2012	Common Stock	425,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X	X	Chief Executive Officer	

Signatures

Brian A. Larson, Attorney in Fact for William S. Boyd	09/07/2005
**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 William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (2) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (3) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.
- (4) By W.M. Limited Partnership, of which W.S.B., Inc. is general partner.
- (5) By BG-99 Limited Partnership, of which W.S.B., Inc. is general partner.
- (6) By BG-00 Limited Partnership, of which W.S.B., Inc. is general partner.
- (7) By William S. Boyd Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (8) By William S. Boyd Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (9) By BG-99 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (10) By BG-99 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (11) By BG-00 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (12) By BG-00 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (13) By BG-01 Limited Partnership, of which W.S.B., Inc. is general partner.
- (14) By BG-02 Limited Partnership, of which W.S.B., Inc. is general partner.
- (15) By BG-01 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (16) By BG-01 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.

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- (17) By BG-02 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (18) By BG-02 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (19) Options granted under Boyd Gaming Corporation 2002 Flexible Stock Option Plan. Vesting plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.

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.