

LARSON BRIAN A
Form 4
June 06, 2006

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 *
LARSON BRIAN A

(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)
06/02/2006

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)
Sr. V.P. and Secretary

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	06/02/2006		M		\$ 26,666	A	14.23	30,166	D	
Common Stock	06/02/2006		S		\$ 300	D	43.71	29,866	D	
Common Stock	06/02/2006		S		\$ 500	D	43.72	29,366	D	
Common Stock	06/02/2006		S		\$ 500	D	43.73	28,866	D	
Common Stock	06/02/2006		S		\$ 1,000	D	43.74	27,866	D	

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Common Stock	06/02/2006	S	100	D	\$ 43.75	27,766	D
Common Stock	06/02/2006	S	600	D	\$ 43.77	27,166	D
Common Stock	06/02/2006	S	500	D	\$ 44.5	26,666	D
Common Stock	06/02/2006	S	1,500	D	\$ 44.59	25,166	D
Common Stock	06/02/2006	S	700	D	\$ 44.6	24,466	D
Common Stock	06/02/2006	S	900	D	\$ 44.64	23,566	D
Common Stock	06/02/2006	S	4,166	D	\$ 44.66	19,400	D
Common Stock	06/02/2006	S	100	D	\$ 44.67	19,300	D
Common Stock	06/02/2006	S	3,300	D	\$ 44.69	16,000	D
Common Stock	06/02/2006	S	5,800	D	\$ 44.7	10,200	D
Common Stock	06/02/2006	S	500	D	\$ 44.71	9,700	D
Common Stock	06/02/2006	S	1,000	D	\$ 44.72	8,700	D
Common Stock	06/02/2006	S	1,900	D	\$ 44.73	6,800	D
Common Stock	06/02/2006	S	1,300	D	\$ 44.74	5,500	D
Common Stock	06/02/2006	S	1,200	D	\$ 44.75	4,300	D
Common Stock	06/02/2006	S	800	D	\$ 44.76	3,500	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.23	06/02/2006		M	26,666	<u>(1)</u>	05/15/2013	Common Stock	26,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON BRIAN A 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109			Sr. V.P. and Secretary	

Signatures

Brian A. Larson 06/05/2006
 __Signature of Date
 Reporting Person

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) 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.

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