

BOYD WILLIAM S
Form 4
February 07, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

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)
2950 INDUSTRIAL ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2005

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

Chief Executive Officer

(Street)
LAS VEGAS, NV 89109

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

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

(City) (State) (Zip)

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 | 11/20/2005 | | J | | 229,808 | D | (1) | 229,808 | I | By Annuity Trust (1) |
| Common Stock | 11/20/2005 | | J | | 262,554 | D | (2) | 262,554 | I | By Annuity Trust (2) |
| Common Stock | 11/20/2005 | | J | | 109,243 | D | (3) | 109,243 | I | By Annuity Trust (3) |
| Common Stock | 11/20/2005 | | J | | 114,768 | D | (4) | 114,768 | I | By Annuity Trust (4) |
| Common Stock | 11/20/2005 | | J | | 12,934 | D | (5) | 12,934 | I | By Annuity Trust (5) |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------|------------|---|-----------------------|
| Common Stock | 11/20/2005 | J | 23,712 | D | (6) | 23,712 | I | By Annuity Trust (6) |
| Common Stock | 11/20/2005 | J | 12,801 | D | (7) | 12,801 | I | By Annuity Trust (7) |
| Common Stock | 11/20/2005 | J | 22,545 | D | (8) | 22,545 | I | By Annuity Trust (8) |
| Common Stock | 11/20/2005 | J | 9,920 | D | (9) | 9,920 | I | By Annuity Trust (9) |
| Common Stock | 11/20/2005 | J | 17,421 | D | (10) | 17,421 | I | By Annuity Trust (10) |
| Common Stock | 11/20/2005 | J | 761,178 | D | (11) | 761,178 | I | By Annuity Trust (11) |
| Common Stock | 11/20/2005 | J | 2,064,010 | D | (12) | 2,064,010 | I | By Annuity Trust (12) |
| Common Stock | 11/20/2005 | J | 2,591,207 | D | (13) | 2,591,207 | I | By Annuity Trust (13) |
| Common Stock | 11/20/2005 | J | 2,608,686 | D | (14) | 2,608,686 | I | By Annuity Trust (14) |
| Common Stock | 11/20/2005 | J | 2,664,178 | D | (15) | 2,664,178 | I | By Annuity Trust (15) |
| Common Stock | | | | | | 14,680,779 | I | By Trust (16) |
| Common Stock | | | | | | 34,245 | I | By Corporation (17) |
| Common Stock | | | | | | 28,000 | I | By Corporation (18) |

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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | | | | | |

of (D)
(Instr. 3,
4, and 5)

(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

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 02/07/2006

__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) On November 20, 2005, the Reporting Person resigned as trustee of the William S. Boyd Grantor Retained Annuity Trust #2, dated October 28, 1997 ("WSB GRAT #2"), and pursuant to the terms of the documents governing WSB GRAT#2, Marianne Boyd Johnson (the Reporting Person's daughter) succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (2) On November 20, 2005, the Reporting Person resigned as trustee of the William S. Boyd Grantor Retained Annuity Trust #3, dated October 28, 1997 ("WSB GRAT #3"), and pursuant to the terms of the documents governing WSB GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (3) On November 20, 2005, the Reporting Person resigned as trustee of the BG-99 Grantor Retained Annuity Trust #2, dated October 20, 1999 ("BG-99 GRAT #2"), and pursuant to the terms of the documents governing BG-99 GRAT#2, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (4) On November 20, 2005, the Reporting Person resigned as trustee of the BG-99 Grantor Retained Annuity Trust #3, dated October 20, 1999 ("BG-99 GRAT #3"), and pursuant to the terms of the documents governing BG-99 GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (5) On November 20, 2005, the Reporting Person resigned as trustee of the BG-00 Grantor Retained Annuity Trust #2, dated October 22, 2000 ("BG-00 GRAT #2"), and pursuant to the terms of the documents governing BG-00 GRAT#2, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (6) On November 20, 2005, the Reporting Person resigned as trustee of the BG-00 Grantor Retained Annuity Trust #3, dated October 22, 2000 ("BG-00 GRAT #3"), and pursuant to the terms of the documents governing BG-00 GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (7) On November 20, 2005, the Reporting Person resigned as trustee of the BG-01 Grantor Retained Annuity Trust #2, dated February 6, 2002, ("BG-01 GRAT #2"), and pursuant to the terms of the documents governing BG-01 GRAT#2, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (8) On November 20, 2005, the Reporting Person resigned as trustee of the BG-01 Grantor Retained Annuity Trust #3, dated February 6, 2002, ("BG-01 GRAT #3"), and pursuant to the terms of the documents governing BG-01 GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.

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- (9) On November 20, 2005, the Reporting Person resigned as trustee of the BG-02 Grantor Retained Annuity Trust #2, dated October 25, 2002, ("BG-02 GRAT #2"), and pursuant to the terms of the documents governing BG-02 GRAT#2, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (10) On November 20, 2005, the Reporting Person resigned as trustee of the BG-02 Grantor Retained Annuity Trust #3, dated October 25, 2002, ("BG-02 GRAT #3"), and pursuant to the terms of the documents governing BG-02 GRAT#3, Ms. Johnson succeeded the Reporting Person as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
- (11) On November 20, 2005, W.S.B., Inc., which is wholly owned by The William S. Boyd Gaming Properties Trust ("WSBGPT"), of which the Reporting Person is the trustee, settlor and beneficiary, resigned as general partner of the W.M. Limited Partnership ("W.M. LP"), and pursuant to the terms of the documents governing the W.M. LP, The Marianne Boyd Gaming Properties Trust ("MBGPT"), of which Ms. Johnson is the trustee, settlor and beneficiary, succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (12) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-99 Limited Partnership ("BG-99 LP"), and pursuant to the terms of the documents governing the BG-99 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (13) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-00 Limited Partnership ("BG-00 LP"), and pursuant to the terms of the documents governing the BG-00 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (14) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-01 Limited Partnership ("BG-01 LP"), and pursuant to the terms of the documents governing the BG-01 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (15) On November 20, 2005, W.S.B., Inc., which is wholly owned by WSBGPT, resigned as general partner of the BG-02 Limited Partnership ("BG-02 LP"), and pursuant to the terms of the documents governing the BG-02 LP, the MBGPT succeeded as general partner thereof. No funds or other consideration was paid in connection with the transaction.
- (16) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (17) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (18) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.

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.