

JOHNSON MARIANNE BOYD  
Form 4  
February 07, 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 \*  
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)  
2950 INDUSTRIAL ROAD

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

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

Senior Vice President

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

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|              |            |   |           |   |             |           |   |                                |
|--------------|------------|---|-----------|---|-------------|-----------|---|--------------------------------|
|              |            |   |           |   |             |           |   | Trust * <u>(4)</u>             |
| Common Stock | 11/20/2005 | J | 12,934    | A | <u>(5)</u>  | 12,934    | I | By Annuity Trust * <u>(5)</u>  |
| Common Stock | 11/20/2005 | J | 23,712    | A | <u>(6)</u>  | 23,712    | I | By Annuity Trust * <u>(6)</u>  |
| Common Stock | 11/20/2005 | J | 12,801    | A | <u>(7)</u>  | 12,801    | I | By Annuity Trust * <u>(7)</u>  |
| Common Stock | 11/20/2005 | J | 22,545    | A | <u>(8)</u>  | 22,545    | I | By Annuity Trust * <u>(8)</u>  |
| Common Stock | 11/20/2005 | J | 9,920     | A | <u>(9)</u>  | 9,920     | I | By Annuity Trust * <u>(9)</u>  |
| Common Stock | 11/20/2005 | J | 17,421    | A | <u>(10)</u> | 17,421    | I | By Annuity Trust * <u>(10)</u> |
| Common Stock | 11/20/2005 | J | 761,178   | A | <u>(11)</u> | 761,178   | I | By Annuity Trust * <u>(11)</u> |
| Common Stock | 11/20/2005 | J | 2,064,010 | A | <u>(12)</u> | 2,064,010 | I | By Annuity Trust * <u>(12)</u> |
| Common Stock | 11/20/2005 | J | 2,591,207 | A | <u>(13)</u> | 2,591,207 | I | By Annuity Trust * <u>(13)</u> |
| Common Stock | 11/20/2005 | J | 2,608,686 | A | <u>(14)</u> | 2,608,686 | I | By Annuity Trust * <u>(14)</u> |
| Common Stock | 11/20/2005 | J | 2,664,178 | A | <u>(15)</u> | 2,664,178 | I | By Annuity Trust * <u>(15)</u> |
| Common Stock |            |   |           |   |             | 1,788,117 | I | By Trust <u>(16)</u>           |
| Common Stock |            |   |           |   |             | 26,861    | I | By Trust * <u>(17)</u>         |

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|              |        |   |                        |
|--------------|--------|---|------------------------|
| Common Stock | 26,861 | I | By Trust * <u>(18)</u> |
| Common Stock | 25,571 | I | By Trust * <u>(19)</u> |
| Common Stock | 26,861 | I | By Trust * <u>(20)</u> |
| Common Stock | 26,861 | I | By Trust * <u>(21)</u> |
| Common Stock | 25,371 | I | By Trust * <u>(22)</u> |
| Common Stock | 11,463 | I | By Trust * <u>(23)</u> |
| Common Stock | 91,324 | I | By Trust * <u>(24)</u> |
| Common Stock | 26,629 | D |                        |

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

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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 Following Transaction (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  
 2950 INDUSTRIAL ROAD X X Senior Vice President  
 LAS VEGAS, NV 89109

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
 Johnson 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, William S. Boyd (the Reporting Person's father) 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (2) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (3) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (4) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (5) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (6) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (7) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (8) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (9) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd as trustee upon his resignation. No funds or other consideration was paid in connection with the transaction.
  - (10) On November 20, 2005, Mr. Boyd 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, the Reporting Person succeeded Mr. Boyd 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 Mr. Boyd 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 PropertiesTrust ("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.

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- (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 MBGPT, excluding shares held by W.M. LP, BG-99 LP, BG-00 LP, BG-01 LP and BG-02 LP, which are included in notes (11) through (15) hereof.
- (17) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (18) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (19) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (20) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (21) By the T'Mir Elizabeth Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (22) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (23) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.
- (24) By the Johnson Children's Trust, dated June 24, 1996, Bruno Mark, 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.

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.