

BOYD WILLIAM S
Form 4/A
March 20, 2013

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

(Last) (First) (Middle)

**3883 HOWARD HUGHES
PARKWAY, NINTH FLOOR**

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	12/31/2011		J	V 28,000 D \$ 0 (1)	112,652	I	By Corporation ** (2)
Common Stock	12/31/2011		G	V 112,652 D \$ 0 (3)	0	I	By Corporation ** (2)
Common Stock					18,696,232	I	By Trust (4)
Common Stock					542,205	I	By Limited Partnership ** (5)

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Common Stock	153,117	I	By Spouse **
Common Stock	91,937	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)

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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X	X	Executive Chairman & Director	

Signatures

Brian A. Larson, Attorney-in-Fact for William S. Boyd
Date: 03/20/2013

**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) Exempt transfer of 28,000 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Family Corporation ("Family Corporation") which is the reporting person's wholly owned corporation to W.S.B., Inc., ("WSB") which

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was at the time another wholly owned corporation of the reporting person, by way of a merger of William S. Boyd Family Corporation into the W.S.B., Inc. effective December 31, 2011. The effect of the foregoing transaction was to change the reporting person's beneficial ownership from one form of indirect ownership to another.

- (2) By W.S.B., which was at the time, the reporting person's wholly owned corporation.

Reflects exempt gift of the shares of W.S.B. to the reporting person's three children, as follows: one-third of such shares to the Samuel Joseph Boyd Gaming Properties Trust of which Samuel Joseph Boyd is the Trustee, Settlor and Beneficiary; one-third of such shares to the William Richard Boyd Gaming Properties Trust of which William Richard Boyd is the Trustee, Settlor and Beneficiary; and

- (3) one-third of such shares to the Marianne E. Boyd Gaming Properties Trust, of which Marianne E. Boyd is the Trustee, Settlor and Beneficiary. As a result of that gift, the Reporting Persons three children now own W.S.B., and voting and investment power over the shares of Common Stock held by W.S.B. are made by a majority vote of the three children who are the directors of W.S.B. W.S.B. holds 112,652 shares of Common Stock.
- (4) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (5) By BG-09 Limited Partnership, of which each of WSBGPT and MBGPT are the general partners thereof.

Remarks:

** The Reporting Person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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