

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-03**
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REPORTING OWNER

JOHNSON MARIANNE BOYD

CIK: **1186742**

Type: **4** | Act: **34** | File No.: **001-12882** | Film No.: **13529027**

ISSUER

BOYD GAMING CORP

CIK: **906553** | IRS No.: **880242733** | State of Incorporation: **NV** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address
3883 HOWARD HUGHES
PARKWAY
NINTH FLOOR
LAS VEGAS NV 89169

Business Address
3883 HOWARD HUGHES
PARKWAY
NINTH FLOOR
LAS VEGAS NV 89169
7027927200

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2013					
3883 HOWARD HUGHES PARKWAY, NINTH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) LAS VEGAS, NV 89169								
(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	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	36,452	I	By Trust * (2)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	36,452	I	By Trust * (3)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	35,162	I	By Trust * (4)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	36,452	I	By Trust * (5)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	36,452	I	By Trust * (6)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	34,962	I	By Trust * (7)
Common Stock	01/03/2013		<u>G</u>	<u>V</u>	2,032	A	(1)	21,054	I	By Trust * (8)
Common Stock								91,324	I	By Trust * (9)
Common Stock								130,247	I	By Trust * (10)
Common Stock								6,013,115	I	By Limited Partnership * (11)
Common Stock								212,654	I	By Limited Partnership * (12)

Common Stock										79,686	I	By Annuity Trust * (13)
Common Stock										1,868,166	I	By Trust (14)
Common Stock										127,076	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Gift received from the William S. Boyd Gaming Properties Trust, William S. Boyd, Trustee, Settlor and Beneficiary.
2. By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
3. By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
4. By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
5. By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
6. By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
7. By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
8. By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
9. By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
10. By William R. Boyd and Myong Boyd Children's Trust dated 8/1/93, of which the reporting person is the trustee.
11. By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
12. By BG-09 Limited Partnership, of which each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") are the general partners thereof.
13. By BG-09 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
14. By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, BG-09 Limited Partnership which are included in notes (11) and (12) hereof.

Remarks:

* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities that are owned directly by the Reporting Person or to the extent of the Reporting Person's pecuniary interest in a trust or other entity which owns such securities.

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd Johnson

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

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

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 Number.