

STATION CASINOS INC
 Form 4
 November 09, 2007

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 *
FERTITTA FRANK J III

2. Issuer Name and Ticker or Trading Symbol
STATION CASINOS INC [STN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2411 WEST SAHARA AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

LAS VEGAS, NV 89102

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)
Common Stock	04/05/2007		J ⁽⁷⁾	V 1,496	D <u>(7)</u> 0	I	By Self as Settlor ⁽⁸⁾
Common Stock	04/05/2007		J ⁽⁷⁾	V 1,496	A <u>(7)</u> 625,914	I	By Self as Manager ⁽⁹⁾
Common Stock	11/07/2007		S	974,637	D <u>(1)</u> \$ 90 0	D	
Common Stock	11/07/2007		D	47,352	D <u>(2)</u> \$ 90 3,406,470	I	By Trust ⁽³⁾
Common Stock	11/07/2007		D	52,500	D <u>(2)</u> \$ 90 573,414	I	By Self as Manager

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Common Stock	11/07/2007		D	51	D	\$ 90 (2)	0	I	(9) By Trust (10)
Common Stock	11/07/2007		D	96	D	\$ 90 (2)	0	I	By Trust (11)
Common Stock	11/07/2007		J ⁽⁴⁾	3,406,470	D	(4)	0	I	By Trust (3)
Common Stock	11/07/2007		J ⁽⁴⁾	573,414	D	(4)	0	I	By Self as Manager (9)
Common Stock	11/07/2007		P	41.7	A	\$ 1	41.7	I	Owned by FCP VoteCo, LLC ⁽⁵⁾

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to purchase Station common stock	\$ 13.33	11/07/2007		D	159,500	07/15/2002	07/15/2012	Common Stock	159,500
Option to purchase Station common stock	\$ 14.67	11/07/2007		D	45,000	07/15/2002	07/15/2012	Common Stock	45,000
Option to purchase Station	\$ 14	11/07/2007		D	199,400	03/14/2001	03/14/2011	Common Stock	199,400

common
stock

Option to
purchase

Station	\$ 8.6	11/07/2007		D	260,000	12/13/2001	12/13/2011	Common Stock	260,000
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common
stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERTITTA FRANK J III 2411 WEST SAHARA AVENUE LAS VEGAS, NV 89102	X		Chairman of the Board and CEO	

Signatures

Frank J. Fertitta
III 11/09/2007

__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) In connection with the completed merger of FCP Acquisition Sub ("Merger Sub") with and into Station Casinos, Inc. ("Station") (such transaction, the "Merger"), Fertitta Colony Partners LLC ("Fertitta Colony Partners") purchased shares of Station common stock from the reporting person pursuant to the Stock Purchase Agreement dated as of November 7, 2007 by and among Fertitta Colony Partners, the reporting person, and the other parties thereto.
 - (2) As a result of the completed Merger of Merger Sub with and into Station, each share of Station's common stock (other than certain shares held by Fertitta Colony Partners, Merger Sub, FCP Holding, Inc., Fertitta Partners LLC ("Fertitta Partners") or any wholly-owned subsidiary of Station and other than shares of Station's common stock held in treasury) was cancelled and converted into the right to receive \$90.00, without interest.
 - (3) Frank J. Fertitta, III and Jill Ann Fertitta Family trust u/a/d 9/10/91. Shares of Station common stock are held as husand's seperate property.
 - (4) In connection with the Merger, the reporting person contributed shares of Station common stock to Fertitta Partners in exchange for membership interests in Fertitta Partners.
 - (5) The reporting person is a director of Station and a member and manager of FCP VoteCo, LLC ("VoteCo"). As of November 7,2007, VoteCo is the direct owner of 41.7 shares of Station common stock, par value \$0.01 per share. The reporting person, as a member and manager of VoteCo, may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to beneficially own all of such 41.7 shares of Station common stock directly owned by VoteCo which are disclosed on this Form 3. This filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by VoteCo except to the extent of the pecuniary interest therein.
 - (6) As a result of the completed Merger of Merger Sub with and into Station, each stock option outstanding under Station's stock plans was cancelled and extinguished, and the holder thereof was entitled to receive an amount in cash equal to the product of (i) the number of shares of Station common stock subject to such stock option and (ii) the excess, if any, of \$90.00 over the exercise price per share of such stock option, without interest
 - (7) Activity reflects the transfer of stock of Station Casinos, Inc. common stock between the reporting person's various minor children's trusts, of which the reporting person is Settlor/Trustee and KFV Investments, LLC (F/B/O the reporting person's minor children)(the

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"LLC") of which the reporting person is Manager. Each transfer of common stock of the Issuer between the various trusts and the LLC qualifies as only a change in form of the reporting person's beneficial ownership which does not change the number of shares beneficially owned by the reporting person, the various trusts, or the LLC, directly or indirectly.

- (8) Activity is for the Kelley-Anne N. Fertitta Trust u/a/d 10/1/93, the Victoria G. Fertitta Trust u/a/d 10/1/93, and/or the Frank J. Fertitta, IV Trust u/a/d 4/26/95 (F/B/O the reporting person's minor children), of which the reporting person is Settlor.
- (9) KFV Investments, LLC (F/B/O the reporting person's minor children) of which the reporting person is Manager.
- (10) Victoria Gabrielle Fertitta Trust u/a/d 10/01/93.
- (11) Frank Joseph Fertitta, IV Trust u/a/d 4/26/95.

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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