

BOYD GAMING CORP  
Form 4  
May 02, 2005

**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 \*  
**BOYD WILLIAM S**

(Last) (First) (Middle)

2950 INDUSTRIAL ROAD

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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)
				(A) or (D) Code V Amount Price			
Common Stock	04/28/2005		S	5,000 D \$ 52.4	14,356,779	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	1,500 D \$ 52.45	14,355,279	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	200 D \$ 52.48	14,355,079	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	2,100 D \$ 52.49	14,352,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005		S	14,000 D \$ 52.5	14,338,979	I	Trust <sup>(1)</sup>

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Common Stock	04/28/2005	S	3,800	D	\$ 52.76	14,335,179	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,000	D	\$ 42.77	14,334,179	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	4,200	D	\$ 52.8	14,329,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	2,900	D	\$ 52.87	14,327,079	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	3,500	D	\$ 52.9	14,323,579	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	100	D	\$ 52.92	14,323,479	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	500	D	\$ 52.97	14,322,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	5,000	D	\$ 53	14,317,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	2,400	D	\$ 53.1	14,315,579	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,700	D	\$ 53.11	14,313,879	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,300	D	\$ 53.12	14,312,579	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	4,600	D	\$ 53.15	14,307,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,000	D	\$ 53.17	14,306,979	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,700	D	\$ 53.2	14,305,279	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	500	D	\$ 53.25	14,304,779	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	5,100	D	\$ 53.3	14,299,679	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	1,300	D	\$ 53.31	14,298,379	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	500	D	\$ 53.32	14,297,879	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	500	D	\$ 53.35	14,297,379	I	Trust <sup>(1)</sup>
Common Stock	04/28/2005	S	300	D	\$ 53.36	14,297,079	I	Trust <sup>(1)</sup>

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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.**

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(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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 8.375	04/28/2005		M	70,334	<u>(2)</u>	12/20/2006	Common Stock	70,334
Employee Stock Option (Right to Buy)	\$ 4.55	04/28/2005		M	35,666	<u>(2)</u>	10/11/2011	Common Stock	35,666

## 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

05/02/2005

\_\_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).

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- (1) By William S. Boyd Gaming Properties Trust, of which reporting person is the trustee, settlor and beneficiary.
- (2) Options granted under Boyd Gaming Corporation 1996 Flexible Stock Option Plan. Vesting plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.

### **Remarks:**

**THIS IS THE FIRST OF THREE FORMS 4 FILED BY THE REPORTING PERSON ON THE SAME DATE FOR TRANS**

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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