

BOUGHNER ROBERT L
 Form 4
 May 12, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 BOUGHNER ROBERT L

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2006

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2006		M		41,666	A	\$ 17.21
Common Stock	05/10/2006		S		2,200	D	\$ 49.25
Common Stock	05/10/2006		S		500	D	\$ 49.26
Common Stock	05/10/2006		S		400	D	\$ 49.27
Common Stock	05/10/2006		S		300	D	\$ 49.28
	05/10/2006		S		800	D	
							131,336

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Common Stock					\$ 49.29		
Common Stock	05/10/2006	S	1,000	D	\$ 49.3	130,336	D
Common Stock	05/10/2006	S	700	D	\$ 49.31	129,636	D
Common Stock	05/10/2006	S	2,500	D	\$ 49.32	127,136	D
Common Stock	05/10/2006	S	1,600	D	\$ 49.33	125,536	D
Common Stock	05/10/2006	S	3,200	D	\$ 49.34	122,336	D
Common Stock	05/10/2006	S	2,200	D	\$ 49.35	120,136	D
Common Stock	05/10/2006	S	800	D	\$ 49.36	119,336	D
Common Stock	05/10/2006	S	1,600	D	\$ 49.37	117,736	D
Common Stock	05/10/2006	S	300	D	\$ 49.38	117,436	D
Common Stock	05/10/2006	S	2,500	D	\$ 49.39	114,936	D
Common Stock	05/10/2006	S	3,900	D	\$ 49.4	111,036	D
Common Stock	05/10/2006	S	800	D	\$ 49.41	110,236	D
Common Stock	05/10/2006	S	100	D	\$ 49.43	110,136	D
Common Stock	05/10/2006	S	700	D	\$ 49.45	109,436	D
Common Stock	05/10/2006	S	400	D	\$ 49.46	109,036	D
Common Stock	05/10/2006	S	1,300	D	\$ 49.47	107,736	D
Common Stock	05/10/2006	S	1,000	D	\$ 49.48	106,736	D
Common Stock	05/10/2006	S	400	D	\$ 49.49	106,336	D
Common Stock	05/10/2006	S	9,966	D	\$ 49.5	96,370	D
	05/10/2006	S	400	D		95,970	D

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- (1) Robert L. Boughner Investment Trust, Robert L. Boughner Trustee
- (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.

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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