

JOHNSON MARIANNE BOYD  
Form 4  
December 14, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2006

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

Senior Vice President

2950 INDUSTRIAL ROAD

(Street)

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

LAS VEGAS, NV 89109

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount Price                                    |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/12/2006                           |                                                    | S                              | 700 D \$ 46.55                                                    | 1,751,917                                                                                     | I                                                        | By Trust (1)                      |
| Common Stock                    | 12/12/2006                           |                                                    | S                              | 200 D \$ 46.52                                                    | 1,751,717                                                                                     | I                                                        | By Trust (1)                      |
| Common Stock                    | 12/12/2006                           |                                                    | S                              | 1,395 D \$ 46.5                                                   | 1,750,322                                                                                     | I                                                        | By Trust (1)                      |
| Common Stock                    | 12/12/2006                           |                                                    | S                              | 400 D \$ 46.49                                                    | 1,749,922                                                                                     | I                                                        | By Trust (1)                      |
| Common Stock                    | 12/12/2006                           |                                                    | S                              | 800 D \$ 46.48                                                    | 1,749,122                                                                                     | I                                                        | By Trust (1)                      |

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|              |            |   |       |   |          |           |   |                        |
|--------------|------------|---|-------|---|----------|-----------|---|------------------------|
| Common Stock | 12/12/2006 | S | 2,600 | D | \$ 46.47 | 1,746,522 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 900   | D | \$ 46.46 | 1,745,622 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,300 | D | \$ 46.45 | 1,744,322 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,200 | D | \$ 46.44 | 1,743,122 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 700   | D | \$ 46.43 | 1,742,422 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 900   | D | \$ 46.42 | 1,741,522 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 3,800 | D | \$ 46.41 | 1,737,722 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 3,205 | D | \$ 46.4  | 1,734,517 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,000 | D | \$ 46.39 | 1,733,517 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,700 | D | \$ 46.38 | 1,731,817 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 2,900 | D | \$ 46.37 | 1,728,917 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 900   | D | \$ 46.35 | 1,728,017 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,600 | D | \$ 46.34 | 1,726,417 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 900   | D | \$ 46.33 | 1,725,517 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 5,300 | D | \$ 46.32 | 1,720,217 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 1,200 | D | \$ 46.31 | 1,719,017 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 2,100 | D | \$ 46.3  | 1,716,917 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 4,700 | D | \$ 46.29 | 1,712,217 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 3,400 | D | \$ 46.28 | 1,708,817 | I | By Trust<br><u>(1)</u> |
| Common Stock | 12/12/2006 | S | 4,100 | D | \$ 46.27 | 1,704,717 | I | By Trust<br><u>(1)</u> |
|              | 12/12/2006 | S | 1,783 | D |          | 1,702,934 | I |                        |

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|                 |             |                        |
|-----------------|-------------|------------------------|
| Common<br>Stock | \$<br>46.26 | By Trust<br><u>(1)</u> |
|-----------------|-------------|------------------------|

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.** SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|----------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                      | Director      | 10% Owner | Officer               | Other |
| JOHNSON MARIANNE BOYD<br>2950 INDUSTRIAL ROAD<br>LAS VEGAS, NV 89109 | X             | X         | Senior Vice President |       |

## Signatures

|                                                                |            |
|----------------------------------------------------------------|------------|
| Jeffrey R. Rodefer, Attorney-in-Fact for Marianne Boyd Johnson | 12/14/2006 |
| **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) By the Marianne Boyd Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary.

### Remarks:

\* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities that  
 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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