

BOYD WILLIAM S
Form 4
October 31, 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 *
BOYD WILLIAM S

(Last) (First) (Middle)

**3883 HOWARD HUGHES
PARKWAY, NINTH FLOOR**

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2007

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/29/2007		J		24,561	A	\$ 0 (4)
Common Stock	10/29/2007		J		19,997	A	\$ 0 (5)
Common Stock	10/29/2007		J		8,881	A	\$ 0 (6)
Common Stock	10/29/2007		J		5,540	A	\$ 0 (7)
Common Stock	10/29/2007		J		9,920	A	\$ 0 (8)

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Common Stock	10/29/2007	J	17,421	A	<u>\$ 0</u> (9)	15,230,468	I	By Trust ⁽¹⁾
Common Stock						34,245	I	By Corporation ⁽²⁾
Common Stock						28,000	I	By Corporation ⁽³⁾

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

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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 Following Reported Transaction (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
BOYD WILLIAM S 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X	X	Chief Executive Officer	

Signatures

Brian A. Larson, Attorney-in-Fact for William S. Boyd
10/31/2007

 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) By William S. Boyd Gaming Properties Trust ("WSBGPT") of which reporting person is the trustee, settlor and beneficiary.
- (2) By W.S.B., Inc., the reporting person's wholly owned corporation.
- (3) By William S. Boyd Family Corporation, the reporting person's wholly owned corporation.
- (4) Distribution of 24,561 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the William S. Boyd Grantor Retained Annuity Trust #2, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 24,561 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*
- (5) Distribution of 19,997 shares of Common Stock from the William S. Boyd Grantor Retained Annuity Trust #3, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 19,997 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*
- (6) Distribution of 8,881 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Grantor Retained Annuity Trust #2, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 8,881 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*
- (7) Distribution of 5,540 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-01 Grantor Retained Annuity Trust #3, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 5,540 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*
- (8) Distribution of 9,920 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Grantor Retained Annuity Trust #2, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 9,920 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*
- (9) Distribution of 17,421 shares of Common Stock of Boyd Gaming Corporation ("Common Stock") from the BG-02 Grantor Retained Annuity Trust #3, of which reporting person is settlor and Marianne Boyd Johnson is the trustee. On the same date, reporting person transferred the 17,421 shares of Common Stock to the WSBGPT, of which the reporting person is the trustee, settlor and beneficiary.*

Remarks:

* Each transfer by the Grantor Retained Annuity Trust is made pursuant to the provisions of the applicable trust agreement and

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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