

JOHNSON MARIANNE BOYD
Form 4
December 14, 2006

FORM 4

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

OMB APPROVAL

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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 *
JOHNSON MARIANNE BOYD

(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)
12/12/2006

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)

Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/12/2006		S	3,300 D \$ 46.25	1,699,634	I	By Trust (1)
Common Stock	12/12/2006		S	4,700 D \$ 46.24	1,694,934	I	By Trust (1)
Common Stock	12/12/2006		S	3,100 D \$ 46.23	1,691,834	I	By Trust (1)
Common Stock	12/12/2006		S	4,400 D \$ 46.22	1,687,434	I	By Trust (1)
Common Stock	12/12/2006		S	2,017 D \$ 46.21	1,685,417	I	By Trust (1)

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Common Stock	12/12/2006	S	2,100	D	\$ 46.2	1,683,317	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	6,800	D	\$ 46.19	1,676,517	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	1,000	D	\$ 46.18	1,675,517	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	800	D	\$ 46.17	1,674,717	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	3,600	D	\$ 46.16	1,671,117	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	6,100	D	\$ 46.15	1,665,017	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	5,800	D	\$ 46.14	1,659,217	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	1,544	D	\$ 46.13	1,657,673	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	8,000	D	\$ 46.12	1,649,673	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	1,300	D	\$ 46.11	1,648,373	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	1,500	D	\$ 46.1	1,646,873	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	156	D	\$ 46.08	1,646,717	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	800	D	\$ 46.06	1,645,917	I	By Trust <u>(1)</u>
Common Stock	12/12/2006	S	7,800	D	\$ 46.04	1,638,117	I	By Trust <u>(1)</u>
Common Stock						91,324	I	By Trust * <u>(2)</u>
Common Stock						27,090	I	By Trust * <u>(3)</u>
Common Stock						27,090	I	By Trust * <u>(4)</u>
Common Stock						25,800	I	By Trust * <u>(5)</u>
Common Stock						27,090	I	By Trust * <u>(6)</u>
Common Stock						27,090	I	By Trust * <u>(7)</u>
						25,600	I	

Common Stock						By Trust * (8)
Common Stock			11,692	I		By Trust * (9)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARIANNE BOYD 2950 INDUSTRIAL ROAD 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.
- (2) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.

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- (3) By the Aysia Lynn Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (4) By the Taylor Joseph Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (5) By the William Samuel Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (6) By the Samuel Joseph Boyd, Jr. Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (7) By the T'Mir Kathleen Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (8) By the Josef William Boyd Education Trust, dated July 1, 1997, of which the Reporting Person is the trustee.
- (9) By the Justin Boyd Education Trust, dated November 1, 1999, of which the Reporting Person is the trustee.

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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