

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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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)  
2950 INDUSTRIAL ROAD  
(Street)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					761,178	I	By Annuity Trust * (1)
Common Stock					2,064,010	I	By Annuity Trust * (2)
Common Stock					2,591,207	I	By Annuity Trust * (3)
Common Stock					2,608,686	I	By Annuity

			Trust * <u>(4)</u>
Common Stock	2,664,178	I	By Annuity Trust * <u>(5)</u>
Common Stock	206,493	I	By Annuity Trust * <u>(6)</u>
Common Stock	243,572	I	By Annuity Trust * <u>(7)</u>
Common Stock	109,243	I	By Annuity Trust * <u>(8)</u>
Common Stock	114,768	I	By Annuity Trust * <u>(9)</u>
Common Stock	12,934	I	By Annuity Trust * <u>(10)</u>
Common Stock	23,712	I	By Annuity Trust * <u>(11)</u>
Common Stock	12,801	I	By Annuity Trust * <u>(12)</u>
Common Stock	22,545	I	By Annuity Trust * <u>(13)</u>
Common Stock	9,920	I	By Annuity Trust * <u>(14)</u>
Common Stock	17,421	I	By Annuity Trust * <u>(15)</u>
Common Stock	26,629	D	

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)

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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 W.M. Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (2) By BG-99 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (3) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (4) By BG-01 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (5) By BG-02 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (6) By WSB GRAT #2, of which the reporting person is the trustee.
- (7) By WSB GRAT #3, of which the reporting person is the trustee.
- (8) By BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (9) By BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (10) By BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.

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- (11) By BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (12) By BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (13) By BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the trustee.
- (14) By BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the trustee.
- (15) By BG-02 Grantor Retained Annuity Trust #3, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.