

BOYD WILLIAM S
Form 4
January 13, 2005

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)

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)
01/11/2005

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)
Common Stock	01/11/2005		G	V 2,240 D (19)	14,065,779	I	Trust (1)
Common Stock					34,245	I	Corporation (2)
Common Stock					28,000	I	Corporation (3)
Common Stock					761,178	I	Limited Partnership (4)
Common Stock					2,064,010	I	Limited Partnership

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				(5)
Common Stock		2,591,207	I	Limited Partnership (6)
Common Stock		229,808	I	Annuity Trust (7)
Common Stock		262,554	I	Annuity Trust (8)
Common Stock		109,243	I	Annuity Trust (9)
Common Stock		114,768	I	Annuity Trust (10)
Common Stock		12,934	I	Annuity Trust (11)
Common Stock		23,712	I	Annuity Trust (12)
Common Stock		2,608,686	I	Limited Partnership (13)
Common Stock		2,664,178	I	Limited Partnership (14)
Common Stock		12,801	I	Annuity Trust (15)
Common Stock		22,545	I	Annuity Trust (16)
Common Stock		9,920	I	Annuity Trust (17)
Common Stock		17,421	I	Annuity Trust (18)

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

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(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	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	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
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Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Follow-up Reporting Transactions (Instr.)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD WILLIAM S 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	X	X	Chief Executive Officer	

Signatures

William S. Boyd 01/13/2005
 __Signature of Date
 Reporting Person

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, 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) By W.M. Limited Partnership, of which W.S.B., Inc. is general partner.
- (5) By BG-99 Limited Partnership, of which W.S.B., Inc. is general partner.
- (6) By BG-00 Limited Partnership, of which W.S.B., Inc. is general partner.
- (7) By William S. Boyd Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (8) By William S. Boyd Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (9) By BG-99 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (10) By BG-99 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (11) By BG-00 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (12) By BG-00 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (13) By BG-01 Limited Partnership, of which W.S.B., Inc. is general partner.
- (14) By BG-02 Limited Partnership, of which W.S.B., Inc. is general partner.
- (15) By BG-01 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.
- (16) By BG-01 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.
- (17) By BG-02 Retained Annuity Trust #2, of which the reporting person is the grantor and trustee.

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(18) By BG-02 Retained Annuity Trust #3, of which the reporting person is the grantor and trustee.

On January 11, 2005, the reporting person gifted 2,240 shares of Common Stock (the "Shares") from the William S. Boyd Gaming Properties Trust ("WSBGPT"), of which the reporting person is trustee, settlor and beneficiary, to the education trusts of the following grandchildren in the amounts specified in brackets: The Aysia Lynn Boyd 1997 Education Trust (280 shares), The Samuel Joseph Boyd,

(19) Jr., 1997 Education Trust (280 shares), The Taylor Joseph Boyd 1997 Education Trust (280 shares), The Josef William Boyd 1997 Education Trust (280 shares), The T'Mir Kathleen Boyd 1997 Education Trust (280 shares), The William Samuel Boyd 1997 Education Trust (280 shares), The Sean William Johnson 1997 Education Trust (280 shares), and The Justin Boyd 1999 Education Trust 280 shares).

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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