

BOYD GAMING CORP

Form 4

May 20, 2005

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANDAU ELLIS

(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)
05/19/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive V.P. & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/19/2005		M		37,367	A	\$ 17.21	162,367 D
Common Shares	05/19/2005		M		33,334	A	\$ 14.23	195,701 D
Common Stock	05/19/2005		S		50,701	D	\$ 55	145,000 D
Common Stock	05/19/2005		S		900	D	\$ 55.01	144,100 D
Common Stock	05/19/2005		S		200	D	\$ 55.03	143,900 D

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Common Stock	05/19/2005	S	1,100	D	\$ 55.04	142,800	D
Common Stock	05/19/2005	S	700	D	\$ 55.05	142,100	D
Common Stock	05/19/2005	S	300	D	\$ 55.06	141,800	D
Common Stock	05/19/2005	S	600	D	\$ 55.07	141,200	D
Common Stock	05/19/2005	S	200	D	\$ 55.08	141,000	D
Common Stock	05/19/2005	S	100	D	\$ 55.09	140,900	D
Common Stock	05/19/2005	S	1,200	D	\$ 55.1	139,700	D
Common Stock	05/19/2005	S	500	D	\$ 55.11	139,200	D
Common Stock	05/19/2005	S	100	D	\$ 55.12	139,100	D
Common Stock	05/19/2005	S	100	D	\$ 55.13	139,000	D
Common Stock	05/19/2005	S	1,200	D	\$ 55.14	137,800	D
Common Stock	05/19/2005	S	300	D	\$ 55.15	137,500	D
Common Stock	05/19/2005	S	100	D	\$ 55.16	137,400	D
Common Stock	05/19/2005	S	200	D	\$ 55.18	137,200	D
Common Stock	05/19/2005	S	1,000	D	\$ 55.19	136,200	D
Common Stock	05/19/2005	S	700	D	\$ 55.2	135,500	D
Common Stock	05/19/2005	S	500	D	\$ 55.21	135,000	D
Common Stock	05/19/2005	S	300	D	\$ 55.24	134,700	D
Common Stock	05/19/2005	S	400	D	\$ 55.25	134,300	D
Common Stock	05/19/2005	S	1,600	D	\$ 55.26	132,700	D
	05/19/2005	S	1,500	D		131,200	D

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Common Stock					\$ 55.28		
Common Stock	05/19/2005	S	500	D	\$ 55.29	130,700	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.21	05/19/2005		M		37,367		<u>(1)</u>	09/05/2012	Common Stock	37,367
Employee Stock Option (Right to Buy)	\$ 14.23	05/19/2005		M		33,334		<u>(2)</u>	05/15/2013	Common Stock	33,334

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LANDAU ELLIS 2950 INDUSTRIAL ROAD LAS VEGAS, NV 89109	Executive V.P. & CFO

Signatures

Ellis Landau

05/20/2005

__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) Options granted under BGC 1993 Flexible Stock Option Plan. Vesting plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.
- (2) Options granted under BGC 2002 Flexible Stock Option Plan. Vesting plan calls for options to become exercisable at the rate of 33.333% per year on the first day of each successive 12 month period commencing one year from grant date.

Remarks:

THIS IS THE FIRST OF TWO FORMS 4 FILED BY REPORTING PERSON ON THE SAME DATE FOR TRANSACTION

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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