

LARSON BRIAN A
Form 4
May 10, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSON BRIAN A

(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)
05/06/2010

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. and Secretary

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)
Common Stock	05/06/2010		M	22,340	A \$ 6.6	91,745	D
Common Stock	05/06/2010		S	130	D \$ 13.2	91,615	D
Common Stock	05/06/2010		S	1,700	D \$ 13.23	89,915	D
Common Stock	05/06/2010		S	1,400	D \$ 13.24	88,515	D
Common Stock	05/06/2010		S	1,810	D \$ 13.26	86,705	D

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Common Stock	05/06/2010	S	200	D	\$ 13.27	86,505	D
Common Stock	05/06/2010	S	100	D	\$ 13.31	86,405	D
Common Stock	05/06/2010	S	3,370	D	\$ 13.34	83,035	D
Common Stock	05/06/2010	S	4,100	D	\$ 13.35	78,935	D
Common Stock	05/06/2010	S	100	D	\$ 13.36	78,835	D
Common Stock	05/06/2010	S	900	D	\$ 13.37	77,935	D
Common Stock	05/06/2010	S	100	D	\$ 13.37	77,835	D
Common Stock	05/06/2010	S	1,000	D	\$ 13.38	76,835	D
Common Stock	05/06/2010	S	100	D	\$ 13.3	76,735	D
Common Stock	05/06/2010	S	100	D	\$ 13.4	76,635	D
Common Stock	05/06/2010	S	500	D	\$ 13.4	76,135	D
Common Stock	05/06/2010	S	1,772	D	\$ 13.41	74,363	D
Common Stock	05/06/2010	S	1,200	D	\$ 13.42	73,163	D
Common Stock	05/06/2010	S	1,330	D	\$ 13.44	71,833	D
Common Stock	05/06/2010	S	600	D	\$ 13.45	71,233	D
Common Stock	05/06/2010	S	200	D	\$ 13.46	71,033	D
Common Stock	05/06/2010	S	800	D	\$ 13.47	70,233	D
Common Stock	05/06/2010	S	27	D	\$ 13.49	70,206	D
Common Stock	05/06/2010	S	301	D	\$ 13.53	69,905	D
Common Stock	05/06/2010	S	500	D	\$ 13.55	69,405	D

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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 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)	\$ 6.6	05/06/2010		M	22,340	<u>(1)</u> 11/04/2018	Common Stock 22,340

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LARSON BRIAN A 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	Executive V.P. and Secretary

Signatures

Brian A. Larson 05/10/2010

__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 Boyd Gaming Corporation 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.

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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