

BOYD GAMING CORP
Form SC 13G/A
February 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Rule 13d-102

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13(d)2(b)**

(Amendment No. 11)*

Boyd Gaming Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

103304

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 103304

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

William S. Boyd

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power:

Number of **26,541,896 (1)**

Shares 6. Shared Voting Power:

Beneficially

Owned by **0**

Each 7. Sole Dispositive Power:

Reporting

Person **26,541,896 (1)**

With 8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

26,541,896 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): ..

11. Percent of Class Represented by Amount in Row (9):

30.01% (based on the number of shares of common stock outstanding on December 31, 2004)

12. Type of Reporting Person (See Instructions):

IN

(1) The reporting person's beneficial ownership is reported as of December 31, 2004, and includes:

14,068,019 shares held by the William S. Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary;

28,000 shares held by the William S. Boyd Family Corporation, the reporting person's wholly-owned corporation;

34,245 shares held by W.S.B., Inc., the reporting person's wholly-owned corporation;

761,178 shares held by the W.M. Limited Partnership, of which W.S.B., Inc. is the general partner*;

229,808 shares held by the William S. Boyd Grantor Retained Annuity Trust #2, of which the reporting person is the settlor and trustee;

262,554 shares held by the William S. Boyd Grantor Retained Annuity Trust #3, of which the reporting person is the settlor and trustee;

2,064,010 shares held by the BG-99 Limited Partnership, of which W.S.B., Inc. is the general partner*;

2,591,207 shares held by the BG-00 Limited Partnership, of which W.S.B., Inc. is the general partner*;

109,243 shares held by the BG-99 Grantor Retained Annuity Trust #2, of which the reporting person is the settlor and trustee;

114,768 shares held by the BG-99 Grantor Retained Annuity Trust #3, of which the reporting person is the settlor and trustee;

12,934 shares held by the BG-00 Grantor Retained Annuity Trust #2, of which the reporting person is the settlor and trustee;

23,712 shares held by the BG-00 Grantor Retained Annuity Trust #3, of which the reporting person is the settlor and trustee;

2,608,686 shares held by the BG-01 Limited Partnership, of which W.S.B. Inc. is the general partner*;

2,664,178 shares held by the BG-02 Limited Partnership, of which W.S.B. Inc. is the general partner*;

12,801 shares held by BG-01 Grantor Retained Annuity Trust #2, of which the reporting person is the settlor and trustee;

22,545 shares held by BG-01 Grantor Retained Annuity Trust #3, of which the reporting person is the settlor and trustee;

9,920 shares held by BG-02 Grantor Retained Annuity Trust #2, of which the reporting person is the settlor and trustee;

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17,421 shares held by BG-02 Grantor Retained Annuity Trust #3, of which the reporting person is the settlor and trustee; and

906,667 shares of common stock underlying options that are exercisable by the reporting person within sixty (60) days of December 31, 2004.

* The reporting person disclaims beneficial ownership in the shares held by such partnership except to the extent of the reporting person's pecuniary interest in shares held by the partnership.

Item 1. (a) Name of Issuer:

Boyd Gaming Corporation

(b) Address of Issuer's Principal Executive Offices:

2950 Industrial Road

Las Vegas, Nevada 89109

Item 2. (a) Name of Person Filing:

William S. Boyd

(b) Address of Principal Business Office or, if none, Residence:

2950 Industrial Road

Las Vegas, Nevada 89109

(c) Citizenship:

United States

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

103304

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ..

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A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) " Group, in accordance with §240.13d- I (b)(1)(ii)(J).

Item 4. Ownership:

- (a) Amount beneficially owned: **26,541,896 (1)**
- (b) Percent of class: **30.01% (based on the number of shares of common stock outstanding on December 31, 2004)**
- (c) Number of shares as to which the person has
 - (i) Sole power to vote or to direct the vote: **26,541,896 (1)**
 - (ii) Shared power to vote or to direct the vote: **0**
 - (iii) Sole power to dispose or to direct the disposition of: **26,541,896 (1)**
 - (iv) Shared power to dispose or to direct the disposition of: **0**

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certifications:

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2005

/s/ William S. Boyd

William S. Boyd