#### **BOYD GAMING CORP**

Form 4

November 12, 2013

<b>FORM</b>	4	UNITED STATI

### **OMB APPROVAL**

**OMB** 

# ES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Number: January 31, Expires: 2005

3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hirsberg Josh

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

(Zip)

**BOYD GAMING CORP [BYD]** 

(Check all applicable)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify below)

11/07/2013

Sr. V.P., Treasurer & CFO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAS VEGAS, NV 89169

		Table	1 - MUII-DO	- Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned					
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	action(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	-		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	1 and 5	5)	Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			C 1 17		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	11/07/2013		A	18,000	A	\$0	92,502	D	
Stock	11/0//2015		• •	<u>(1)</u>		(1)	72,202		
C									
Common							20,500	I	By Spouse
Stock							- /		J F

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: BOYD GAMING CORP - Form 4

## 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. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 9.86	11/07/2013		A	32,000	(2)	11/07/2023	Common Stock	32,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
comporting of the common contraction	Director	10% Owner	Officer	Other			
Hirsberg Josh 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS NV 89169			Sr. V.P., Treasurer & CFO				

## **Signatures**

Brian A. Larson, Attorney-in-Fact for Josh Hirsberg

11/08/2013

\*\*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).
- The Reporting Person was awarded 18,000 Restricted Stock Units for no consideration pursuant to the Issuer's 2012 Stock Incentive Plan.

  Each Restricted Stock Unit represents a contingent right to receive one share of Issuer common stock upon vesting. The Restricted Stock Units will vest in full upon the third anniversary of the date of award. The Restricted Stock Units are subject to the forfeiture and other terms and conditions contained in the award agreement and the 2012 Stock Incentive Plan.
- Options granted under the Issuer's 2012 Stock Incentive 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. 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.

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