

JOHNSON MARIANNE BOYD
 Form 4/A
 April 08, 2019

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 *
 JOHNSON MARIANNE BOYD

2. Issuer Name and Ticker or Trading Symbol
 BOYD GAMING CORP [BYD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3883 HOWARD HUGHES
 PARKWAY, NINTH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

(Street)
 LAS VEGAS, NV 89169

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/05/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/01/2019		A	(A) 26,317 (3)	\$ 0	D	
Common Stock	03/01/2019		F	10,355	\$ 30.11	D	
Common Stock					39,917	I	By Trust * (4)
Common Stock					39,917	I	By Trust * (5)
Common Stock					38,627	I	By Trust * (6)

Common Stock	39,917	I	By Trust * <u>(7)</u>
Common Stock	38,427	I	By Trust * <u>(8)</u>
Common Stock	24,519	I	By Trust * <u>(9)</u>
Common Stock	90,964 <u>(2)</u>	I	By Trust * <u>(10)</u>
Common Stock	5,182,040	I	By Limited Partnership* <u>(11)</u>
Common Stock	1,935,778	I	By Trust <u>(12)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARIANNE BOYD 3883 HOWARD HUGHES PARKWAY NINTH FLOOR LAS VEGAS, NV 89169	X		Executive Vice President	

Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd
Johnson

04/08/2019

__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) Includes 14,683 shares that were previously inadvertently omitted from the Reporting Person's balance of shares.
- (2) Decreased by 360 shares that were previously inadvertently reported as included in the Reporting Person's balance of shares.
- (3) Represents shares underlying Performance Share Units that vested on March 1, 2019.
- (4) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (9) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (10) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (11) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (12) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, which are included in note (11) hereof.

Remarks:

* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities that

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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