

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

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** This form must be filed in electronic format by means of the Commission's Electronic Data Gathering, Analysis, and Retrieval system (EDGAR) in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR part 232), except that where the issuer of the securities is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act, this form must be filed in accordance with Securities Act Rule 144(h)(2). For assistance with EDGAR issues, please consult the EDGAR- Information for Filers webpage on SEC.gov.

OMB APPROVAL	
OMB Number: 3235-0101	
Expires: July 31, 2023	
Estimated average burden hours per response ... 1.0	
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
WORK LOCATION	
(d) TELEPHONE NO.	
area code	Number
702	792-7200

1 (a) NAME OF ISSUER (Please type or print)				1 (b) S.E.C. FILE NO.		WORK LOCATION	
BOYD GAMING CORP				001-12882			
1 (c) ADDRESS OF ISSUER		STREET		CITY		STATE	ZIP CODE
		465 S. RAINBOW BLVD.		LAS VEGAS		NV	89118
						area code	Number
						702	792-7200
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD				2 (b) RELATIONSHIP TO ISSUER			
Boyd, William S.				Director, Officer (Co-Executive Chair) and 10% Holder			

*INSTRUCTION: The filer should contact the issuer to obtain the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock	LPL Financial 1055 LPL Way Fortmill, SC 29715		296,562	\$17,390,395.70 <sup>(1)</sup>	104,375,084	December 12, 2022	The New York Stock Exchange

**INSTRUCTIONS:**

- Name of issuer
  - Issuer's S.E.C. file number, if any
  - Issuer's address, including zip code
  - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
  - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- Title of the class of securities to be sold
  - Name and address of each broker through whom the securities are intended to be sold
  - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - Approximate date on which the securities are to be sold
  - Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC1147 (07-22)

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	February 28, 2022	Shares underlying Performance Share Units that vested on February 28, 2022.	Issuer	49,357	(2)	(2)
Common Stock	February 18, 2022	Shares underlying Restricted Stock Units that vested on February 18, 2022.	Issuer	6,667	(2)	(2)
Common Stock	February 13, 2022	Shares underlying Restricted Stock Units that vested on February 13, 2022.	Issuer	18,911	(3)	(3)
Common Stock	December 5, 2021	Shares underlying Restricted Stock Units that vested on December 5, 2021.	Issuer	20,826	(3)	(3)
Common Stock	March 1, 2021	Shares underlying Performance Share Units that vested on March 1, 2021.	Issuer	10,801	(3)	(3)
Common Stock	March 9, 2005	Shares underlying stock options exercised on March 9, 2005	Issuer	190,000	(4)	(4)

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

**REMARKS:**

1. Based on the closing price of \$58.64 on December 9, 2022.
2. Units awarded for no consideration pursuant to the Issuer's 2020 Stock Incentive Plan.
3. Units awarded for no consideration pursuant to the Issuer's 2012 Stock Incentive Plan.
4. Options awarded for no consideration pursuant to the Issuer's 1993 Flexible Stock Option Plan.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

December 12, 2022

DATE OF NOTICE

/s/ William S. Boyd

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.