SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report: February 4, 2004

BOYD GAMING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Nevada (State or Other Jurisdiction

of Incorporation or Organization)

2950 Industrial Road

Las Vegas, Nevada

(Address of Principal Executive Offices)

001-12882 (Commission

File Number)

88-0242733 (I.R.S. Employer

Identification No.)

89109

(Zip Code)

(Registrant s telephone number, including area code)

(702) 792-7200

Item 12. Results of Operations and Financial Condition.

On February 4, 2004, Boyd Gaming Corporation issued an earnings release announcing its financial results for the quarter and full year ended December 31, 2003. A copy of the earnings release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Current Report on Form 8-K, including the exhibits attached hereto, is furnished pursuant to Item 12 and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 4, 2004

BOYD GAMING CORPORATION

/s/ ELLIS LANDAU

Ellis Landau

Executive Vice President and Chief Financial Officer

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