

STATION CASINOS INC

Form 4

November 09, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NIELSON SCOTT M

(Last) (First) (Middle)

2411 WEST SAHARA AVENUE

(Street)

LAS VEGAS, NV 89102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STATION CASINOS INC [STN]

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

10/26/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Development Officer

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/26/2007		G	V 5,157 D	(4) 487,051	D	
Common Stock	11/07/2007		S	264,486 D	\$ 90 (1) 222,565	D	
Common Stock	11/07/2007		J(2)	222,223 D	(2) 342	D	
Common Stock	11/07/2007		S	342 D	\$ 90 0	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option to purchase Station common stock	\$ 15.29	11/07/2007		D	17,207	12/07/1999 12/07/2009	Common Stock 17,207
Option to purchase Station common stock	\$ 14	11/07/2007		D	50,000	03/14/2001 03/14/2011	Common Stock 50,000
Option to purchase Station common stock	\$ 8.6	11/07/2007		D	150,000	12/13/2001 12/13/2011	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NIELSON SCOTT M 2411 WEST SAHARA AVENUE LAS VEGAS, NV 89102	Chief Development Officer

Signatures

Scott M Nielson 11/09/2007
 __Signature of Date
 Reporting Person

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).

- In connection with the completed merger of FCP Acquisition Sub ("Merger Sub") with and into Station Casinos, Inc. ("Station") (such transaction, the "Merger"), Fertitta Colony Partners LLC ("Fertitta Colony Partners") purchased shares of Station common stock from the reporting person pursuant to the Stock Purchase Agreement dated as of November 7, 2007 by and among Fertitta Colony Partners, the reporting person, and the other parties thereto.
- (1)
- (2) In connection with the Merger, the reporting person contributed shares of Station common stock to Fertitta Partners in exchange for membership interests in Fertitta Partners.
- As a result of the completed Merger of Merger Sub with and into Station, each stock option outstanding under Station's stock plans was cancelled and extinguished, and the holder thereof was entitled to receive an amount in cash equal to the product of (i) the number of
- (3) shares of Station common stock subject to such stock option and (ii) the excess, if any, of \$90.00 over the exercise price per share of such stock option, without interest
- (4) Bona Fide Gift.

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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