AMERISTAR CASINOS INC

Form 4

August 13, 2013

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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 ** WALSH PETER			2. Issuer Name and Ticker or Trading Symbol AMERISTAR CASINOS INC [ASCA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(Last) (First) (Middle) 6633 VENTURA OULEVARD, SUITE 1050		3. Date of Earliest Transaction (Month/Day/Year) 08/13/2013	Director 10% Owner Sylventrial Officer (give title Other (specifical below) SVP, GC, Chief Admin Officer		
(Street) ENCINO, CA 91436			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

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(City)	(State) (Zip) Tabl	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. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	08/13/2013		D	68,906	D	\$ 26.5 (1)	0	D			
Common Stock	08/13/2013		D	65,010	D	\$ 26.5 (2)	0	I	Family Trust (3)		

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

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number.

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)	Code	TransactionDerivative		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
Employee Stock Option (Right to Buy)	\$ 16.68	08/13/2013	D		73,490	<u>(4)</u>	07/25/2022	Common Stock	73,490
Employee Stock Option (Right to Buy)	\$ 17.62	08/13/2013	D		133,656	<u>(4)</u>	11/21/2021	Common Stock	133,65
Employee Stock Option (Right to Buy)	\$ 12.57	08/13/2013	D		33,800	<u>(4)</u>	07/25/2018	Common Stock	33,800
Employee Stock Option (Right to Buy)	\$ 15.62	08/13/2013	D		28,540	<u>(4)</u>	07/30/2020	Common Stock	28,540
Employee Stock Option (Right to Buy)	\$ 18.62	08/13/2013	D		34,090	<u>(4)</u>	07/31/2019	Common Stock	34,090
Employee Stock Option (Right to Buy)	\$ 21.3	08/13/2013	D		42,944	<u>(4)</u>	12/16/2014	Common Stock	42,944
Employee Stock Option (Right to	\$ 22.09	08/13/2013	D		28,670	<u>(4)</u>	07/29/2021	Common Stock	28,670

Buy)

Employee

Stock

(Right to Buy)

Option \$ 22.87 08/13/2013

D 40,718

(4)

12/15/2015

Common Stock

tock 40,718

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Relationships

WALSH PETER 16633 VENTURA BOULEVARD SUITE 1050 ENCINO, CA 91436

SVP, GC, Chief Admin Officer

Signatures

/s/ Peter C. 08/13/2013 Walsh

**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).
- Pursuant to the terms of the issuer's applicable stock incentive plans and the terms of the Agreement and Plan of Merger (the "Merger")
- among the issuer, Pinnacle Entertainment, Inc., and certain affiliates of Pinnacle, vesting of restricted stock units included in these securities (if not already vested) was accelerated and such units were cancelled in the Merger in exchange for a cash payment equal to \$26.50, the price payable by the acquirer in the Merger (the "Merger Price") for each share receivable in respect of such units.
- (2) Pursuant to the Merger, all outstanding shares of common stock of the issuer were cancelled in exchange for the right to receive the Merger Price in cash.
- (3) Securities owned by the Walsh Family Trust dated 9-11-03, of which Mr. Walsh and his spouse are co-trustees.
 - Pursuant to the issuer's applicable stock incentive plans and the terms of the Merger, vesting of these options (if not already vested) was
- (4) accelerated and such options were cancelled in the Merger in exchange for a cash payment, per share, equal to the difference between the Merger Price and the exercise price of the option.

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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