

STATION CASINOS INC
Form 4
November 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
Friel Thomas M

(Last) (First) (Middle)

2411 W. 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)
11/07/2007

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)

Chief Accounting 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/07/2007 | | S | | 39,363 | D | \$ 90 (1) |
| Common Stock | 11/07/2007 | | J | | 5,556 | D | (2) 0 |
| Common Stock | 11/07/2007 | | S | | 3 | D | \$ 90 0 |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase Station common stock | \$ 15.29 | 11/07/2007 | | D | 7,500 | 12/07/1999 12/07/2009 | Common Stock | 7,500 |
| Option to purchase Station common stock | \$ 13.5 | 11/07/2007 | | D | 13,400 | 07/24/2000 07/24/2010 | Common Stock | 13,400 |
| Option to purchase common stock | \$ 16.81 | 11/07/2007 | | D | 10,000 | 12/12/2000 12/12/2010 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Friel Thomas M 2411 W. SAHARA AVENUE LAS VEGAS, NV 89102 | | | Chief Accounting Officer | |

Signatures

Thomas M. Friel 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).

(1)

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In connection with the completed merger of FCP Acquisition Sub ("Merger Sub") with and into Station Casinos, Inc. ("Station") (such transactions, 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.

- (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

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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