

AMERISTAR CASINOS INC
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KANOFSKY GORDON

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2013

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

16633 VENTURA BOULEVARD,
SUITE 1050

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENCINO, CA 91436

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2013		D		203,967	D		\$ 26.50 (1)
Common Stock	08/13/2013		D		135,993	D		\$ 26.50 (2)

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)	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
Employee Stock Option (Right to Buy)	\$ 22.87	08/13/2013		D	67,866	(4) 12/15/2015		Common Stock	67,866
Employee Stock Option (Right to Buy)	\$ 22.09	08/13/2013		D	58,870	(4) 07/29/2021		Common Stock	58,870
Employee Stock Option (Right to Buy)	\$ 21.3	08/13/2013		D	73,744	(4) 12/16/2014		Common Stock	73,744
Employee Stock Option (Right to Buy)	\$ 18.62	08/13/2013		D	65,750	(4) 07/31/2019		Common Stock	65,750
Employee Stock Option (Right to Buy)	\$ 17.62	08/13/2013		D	294,830	(4) 11/21/2021		Common Stock	294,830
Employee Stock Option (Right to Buy)	\$ 16.68	08/13/2013		D	162,100	(4) 07/25/2022		Common Stock	162,100
Employee Stock Option (Right to Buy)	\$ 15.62	08/13/2013		D	61,610	(4) 07/30/2020		Common Stock	61,610

Buy)

Employee
Stock

Option (Right to Buy)	\$ 12.57	08/13/2013	D	67,600	<u>(4)</u>	07/25/2018	Common Stock	67,600
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Employee
Stock

Option (Right to Buy)	\$ 11.5275	08/13/2013	D	48,340	<u>(4)</u>	12/11/2013	Common Stock	48,340
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANOFSKY GORDON 16633 VENTURA BOULEVARD, SUITE 1050 ENCINO, CA 91436	X		CEO	

Signatures

/s/ Peter C. Walsh,
Attorney-in-Fact

08/14/2013

**Signature of Reporting Person

Date

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) 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 Kanofsky Family Trust dated 1-27-98, of which Mr. Kanofsky and his spouse are co-trustees.

(4) Pursuant to the issuer's applicable stock incentive plans and the terms of the Merger, vesting of these options (if not already vested) was 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.

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