

SCIENTIFIC GAMES CORP
Form 4
August 07, 2008

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 *
BECKER ROBERT C

2. Issuer Name and Ticker or Trading Symbol
SCIENTIFIC GAMES CORP [SGMS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President & Treasurer

(Last) (First) (Middle)
C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2008

(Street)
NEW YORK, NY 10022

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 08/05/2008 | | M | | 12,000 | A | \$ 15.96 |
| Class A Common Stock | 08/05/2008 | | M | | 10,800 | A | \$ 23.15 |
| Class A Common Stock | 08/05/2008 | | M | | 6,000 | A | \$ 22.53 |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 08/05/2008 | S | 200 | D | \$ 31.34 | 57,683 | D |
| Class A Common Stock | 08/05/2008 | S | 200 | D | \$ 31.35 | 57,483 | D |
| Class A Common Stock | 08/05/2008 | S | 100 | D | \$ 31.36 | 57,383 | D |
| Class A Common Stock | 08/05/2008 | S | 200 | D | \$ 31.37 | 57,183 | D |
| Class A Common Stock | 08/05/2008 | S | 100 | D | \$ 31.38 | 57,083 | D |
| Class A Common Stock | 08/05/2008 | S | 700 | D | \$ 31.4 | 56,383 | D |
| Class A Common Stock | 08/05/2008 | S | 400 | D | \$ 31.41 | 55,983 | D |
| Class A Common Stock | 08/05/2008 | S | 400 | D | \$ 31.42 | 55,583 | D |
| Class A Common Stock | 08/05/2008 | S | 300 | D | \$ 31.43 | 55,283 | D |
| Class A Common Stock | 08/05/2008 | S | 600 | D | \$ 31.44 | 54,683 | D |
| Class A Common Stock | 08/05/2008 | S | 1,571 | D | \$ 31.45 | 53,112 | D |
| Class A Common Stock | 08/05/2008 | S | 1,800 | D | \$ 31.46 | 51,312 | D |
| Class A Common Stock | 08/05/2008 | S | 2,700 | D | \$ 31.47 | 48,612 | D |
| Class A Common Stock | 08/05/2008 | S | 1,300 | D | \$ 31.48 | 47,312 | D |
| Class A Common | 08/05/2008 | S | 1,800 | D | \$ 31.49 | 45,512 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 08/05/2008 | S | 2,034 | D | \$ 31.5 | 43,478 | D |
| Class A Common Stock | 08/05/2008 | S | 700 | D | \$ 31.51 | 42,778 | D |
| Class A Common Stock | 08/05/2008 | S | 500 | D | \$ 31.52 | 42,278 | D |
| Class A Common Stock | 08/05/2008 | S | 500 | D | \$ 31.53 | 41,778 | D |
| Class A Common Stock | 08/05/2008 | S | 1,800 | D | \$ 31.54 | 39,978 | D |
| Class A Common Stock | 08/05/2008 | S | 400 | D | \$ 31.55 | 39,578 | D |
| Class A Common Stock | 08/05/2008 | S | 500 | D | \$ 31.56 | 39,078 | D |
| Class A Common Stock | 08/05/2008 | S | 900 | D | \$ 31.57 | 38,178 | D |
| Class A Common Stock | 08/05/2008 | S | 1,100 | D | \$ 31.58 | 37,078 | D |
| Class A Common Stock | 08/05/2008 | S | 2,629 | D | \$ 31.59 | 34,449 | D |
| Class A Common Stock | 08/05/2008 | S | 3,766 | D | \$ 31.6 | 30,683 | D |
| Class A Common Stock | 08/05/2008 | S | 300 | D | \$ 31.61 | 30,383 | D |

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

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(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 15.96 | 08/05/2008 | | M | 12,000 | <u>(1)</u> 12/07/2013 | Common Stock 12,000 |
| Employee Stock Option (right to buy) | \$ 23.15 | 08/05/2008 | | M | 10,800 | <u>(2)</u> 12/08/2014 | Common Stock 10,800 |
| Employee Stock Option (right to buy) | \$ 22.53 | 08/05/2008 | | M | 6,000 | <u>(3)</u> 01/09/2015 | Common Stock 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER ROBERT C C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | Vice President & Treasurer | |

Signatures

/s/ Jack Sarno, attorney-in-fact for Robert
Becker

08/07/2008

__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).

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- (1) The option became exercisable as to 3,000 shares on each of December 8, 2004, 2005, 2006 and 2007, and becomes exercisable as to 3,000 shares on December 8, 2008.
- (2) The option became exercisable as to 3,600 shares on each of December 9, 2005, 2006 and 2007, and becomes exercisable as to 3,600 shares on each of December 9, 2008 and 2009.
- (3) The option became exercisable as to 2,000 shares on each of January 10, 2006, 2007 and 2008, and becomes exercisable as to 2,000 shares on each of January 10, 2009 and 2010.

Remarks:

Due to the SEC's limit of 30 lines per table, this Form 4 is one of two filed on behalf of the reporting person to report transactions.

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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