

HADDRILL RICHARD M
 Form 4
 December 27, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
HADDRILL RICHARD M

(Last) (First) (Middle)
 6601 S. BERMUDA ROAD
 (Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ALLIANCE GAMING CORP [AGI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 |
| Alliance Gaming Corp. Common Stock, \$.10 par value per share ⁽¹⁾ | 12/22/2004 | | A | | 156,507 | A | 2 546,837 |
| | | | | | | D | |

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 Options (right to buy) | \$ 13.35 | 12/22/2004 | | A | 300,000 | <u>(3)</u> | 10/01/2014 | Common Stock, \$.10 par value per share | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HADDRILL RICHARD M 6601 S. BERMUDA ROAD LAS VEGAS, NV 89119 | X | | Chief Executive Officer | |

Signatures

/s/ Richard Haddrill
12/27/2004
**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) Each share of common stock is included in one restricted stock unit. The restricted stock units vest on October 1, 2010; provided that the vesting of 50% of the restricted stock units will be accelerated to each of October 1, 2005 and October 1, 2006 upon the attainment in each case of strategic and/or financial measures specified for the approximately nine month period ending October 1, 2005 and for the twelve month period ending October 1, 2006 to be mutually agreed to between the Company's Board of Directors and Mr. Haddrill.

(2) Granted as compensation for services.

(3) These options vest as follows: (i) 200,000 options vest in one-third equal installments on each of October 1, 2005, October 1, 2006 and October 1, 2007, if Mr. Haddrill is continuously employed by the Company as Chief Executive Officer until each such respective vesting date, and (ii) the remaining 100,000 options vest on October 1, 2007, if Mr. Haddrill is continuously employed by the Company as Chief Executive Officer through that date.

(4) Granted as compensation for services.

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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