

SCIENTIFIC GAMES CORP  
Form 4  
January 04, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KERREY J ROBERT**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2011

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

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

(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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Class A Common Stock            | 01/04/2011                           |  | M                              | 1,493   | A   | \$ 0   | 4,066                             | D |
| Class A Common Stock            | 01/02/2011                           |  | M                              | 1,258   | A   | \$ 0   | 5,324                             | D |
| Class A Common Stock            | 01/02/2011                           |  | M                              | 658   | A   | \$ 0   | 5,982                             | D |

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

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(9-02)

**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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (1)  | 01/04/2011                           |  | M                              | 1,493   | (1) (1)  | Common Stock  | 1,493   |
| Restricted Stock Units                     | (2)  | 01/02/2011                           |  | M                              | 1,258   | (2) (2)  | Common Stock  | 1,258   |
| Restricted Stock Units                     | (3)  | 01/02/2011                           |  | M                              | 658   | (3) (3)  | Common Stock  | 658   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

KERREY J ROBERT  
C/O SCIENTIFIC GAMES CORPORATION  
750 LEXINGTON AVENUE, 25TH FLOOR  
NEW YORK, NY 10022

X

## Signatures

/s/ Jack Sarno, attorney-in-fact for J. Robert Kerrey

01/04/2011

\*\*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) Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to vest in four equal installments on each of January 4, 2012, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.

(2) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The balance of the award is scheduled to vest in three equal installments on each of January 2, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.

(3) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award is scheduled to vest in two equal installments on each of January 2, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.

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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