

SCIENTIFIC GAMES CORP
Form 4
August 11, 2008

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 *
CONKRIGHT SALLY L

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)
08/08/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Administration

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/08/2008		M		30,000	A	\$ 6.75
					39,915		(1)
Class A Common Stock	08/08/2008		S		1,700	D	\$ 31.23
Class A Common Stock	08/08/2008		S		5,500	D	\$ 31.24

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Class A Common Stock	08/08/2008	S	800	D	\$ 31.25	31,915	D
Class A Common Stock	08/08/2008	S	500	D	\$ 31.26	31,415	D
Class A Common Stock	08/08/2008	S	1,600	D	\$ 31.27	29,815	D
Class A Common Stock	08/08/2008	S	1,000	D	\$ 31.28	28,815	D
Class A Common Stock	08/08/2008	S	600	D	\$ 31.3	28,215	D
Class A Common Stock	08/08/2008	S	300	D	\$ 31.31	27,915	D
Class A Common Stock	08/08/2008	S	100	D	\$ 31.32	27,815	D
Class A Common Stock	08/08/2008	S	400	D	\$ 31.33	27,415	D
Class A Common Stock	08/08/2008	S	500	D	\$ 31.34	26,915	D
Class A Common Stock	08/08/2008	S	100	D	\$ 31.35	26,815	D
Class A Common Stock	08/08/2008	S	500	D	\$ 31.38	26,315	D
Class A Common Stock	08/08/2008	S	400	D	\$ 31.39	25,915	D
Class A Common Stock	08/08/2008	S	1,000	D	\$ 31.4	24,915	D
Class A Common Stock	08/08/2008	S	13,600	D	\$ 31.5	11,315	D
Class A Common	08/08/2008	S	100	D	\$ 31.51	11,215	D

Stock

Class A Common Stock	08/08/2008	S	200	D	\$ 31.52	11,015	D
Class A Common Stock	08/08/2008	S	1,100	D	\$ 31.53	9,915	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.75	08/08/2008		M	30,000	<u>(2)</u> 10/23/2012	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONKRIGHT SALLY L
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Vice President, Administration

Signatures

/s/ Jack Sarno, attorney-in-fact for Sally Conkright

08/11/2008

**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).
- (1) Includes 761 shares acquired under the Issuer's Employee Stock Purchase Plan.
- (2) The option became exercisable in four equal annual installments beginning on October 24, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.