Tom Eric P Form 4 August 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

if no longer

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Tom Eric P

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

INTERNATIONAL GAME TECHNOLOGY [IGT]

(Check all applicable)

3. Date of Earliest Transaction

below)

10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

(Middle)

(Zip)

(Month/Day/Year) 08/03/2012

EVP Global Sales

C/O INTERNATIONAL GAME TECHNOLOGY, 6355 S. **BUFFALO DRIVE**

(Street)

(State)

(First)

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

F

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

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

LAS VEGAS, NV 89113

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Code V Amount (D) Price

1.193

(Instr. 3 and 4) 3,250 \$ 22,485 M 11.1 (1)

Transaction(s)

D

D

Common Stock

Stock

Common

08/03/2012

08/03/2012

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

D

SEC 1474 (9-02)

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21,292

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units	\$ 0	08/03/2012		M	3,250	08/03/2010(2)	08/03/2019	Common Stock	3,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tom Eric P C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113

EVP Global Sales

Signatures

J. Kenneth Creighton, Attorney-In-Fact for Eric

P. Tom 08/07/2012

**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) Acquisition of IGT common stock upon vesting and disposition of IGT restricted stock unit award.
- The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first (2) installment vested on August 3, 2010, the second installment vested on August 3, 2011, and the third installment vested on August 3, 2012.

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.

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