

COHEN PETER A
Form 4
March 18, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN PETER A

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)

C/O RAMIUS LLC, 666 THIRD
AVE, 26TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2008

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/13/2008		M		50,000	A	\$ 3.5625	188,894	D
Class A Common Stock	03/13/2008		S		2,194	D	\$ 18.22	186,700	D
Class A Common Stock	03/13/2008		S		4,300	D	\$ 18.23	182,400	D
Class A Common Stock	03/13/2008		S		1,106	D	\$ 18.24	181,294	D

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Common Stock								
Class A Common Stock	03/13/2008	S	800	D	\$ 18.26	180,494	D	
Class A Common Stock	03/13/2008	S	453	D	\$ 18.27	180,041	D	
Class A Common Stock	03/13/2008	S	47	D	\$ 18.29	179,994	D	
Class A Common Stock	03/13/2008	S	500	D	\$ 18.3	179,494	D	
Class A Common Stock	03/13/2008	S	300	D	\$ 18.32	179,194	D	
Class A Common Stock						850,000	I	By RCG Enterprise, Ltd. ⁽¹⁾
Class A Common Stock						100,000	I	By RCG PB, Ltd. ⁽¹⁾
Class A Common Stock						4,400	I	By wife
Class A Common Stock						1,500	I	By daughter
Class A Common Stock						8,000	I	By trust for daughter ⁽²⁾
Class A Common Stock						7,000	I	By trust for son ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.5625	03/13/2008		M	50,000	(3) 09/06/2010	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN PETER A C/O RAMIUS LLC 666 THIRD AVE, 26TH FLOOR NEW YORK, NY 10017			X	

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.
Cohen

03/18/2008

____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).

- The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius LLC (formerly named Ramius Capital Group, LLC), and may be deemed to beneficially own the reported securities held by: (i) RCG Enterprise, Ltd., of which
- (1) Ramius LLC acts as the investment advisor; and (ii) RCG PB, Ltd., of which Ramius Advisors, LLC, a subsidiary of Ramius LLC, acts as the investment advisor. The reporting person disclaims beneficial ownership of the securities owned by affiliates of Ramius LLC except to the extent of his pecuniary interest therein.
- (2) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The option became exercisable in four equal installments beginning on September 7, 2001.

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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