

SCIENTIFIC GAMES CORP

Form 4

June 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
WRIGHT JOSEPH R JR

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**SCIENTIFIC GAMES CORP
[SGMS]**3. Date of Earliest Transaction
(Month/Day/Year)
06/10/20084. 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) Vice Chairman6. 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: SCIENTIFIC GAMES CORP - Form 4

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 Option (right to buy) ⁽¹⁾	\$ 25.69	06/10/2008		A		500,000		<u>(2)</u>	04/14/2018	Common Stock	500,000
Restricted Stock Units ⁽¹⁾	<u>(3)</u>	06/10/2008		A		220,000		<u>(3)</u>	<u>(3)</u>	Common Stock	220,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JOSEPH R JR C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	X		Vice Chairman	

Signatures

/s/ Jack Sarno, attorney-in-fact for Joseph R. Wright, Jr.

06/12/2008

**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) The awards reported herein were granted on April 15, 2008 subject to (i) execution of an employment agreement between the issuer and the reporting person and (ii) approval by the issuer's stockholders of an amendment to the issuer's 2003 Incentive Compensation Plan or a new equity compensation plan that provides for a sufficient increase in the number of shares of common stock available for such awards. An employment agreement between the issuer and reporting person was executed on May 14, 2008 (effective as of May 1, 2008). On June 10, 2008, the issuer's stockholders approved an amendment and restatement of the 2003 Incentive Compensation Plan that, among other things, increases the number of shares of common stock available for awards by 3,000,000 shares.

(2) The option becomes exercisable in four equal annual installments beginning on April 15, 2009.

(3) The restricted stock units vest in four equal annual installments beginning on April 15, 2009. Each unit converts into a share of common stock on a one-for-one basis. The shares subject to vested units will be issued and delivered to the reporting person on the earliest date on which such shares may be so delivered without becoming subject to taxes, interest or penalties as a result of Section 409A of the Internal Revenue Code, and without affecting any compensation deduction applicable thereto as a result of Section 162(m) of the Code (but in no event will such shares be delivered later than six months plus one day after the date of termination of the reporting person's employment or sooner than five days after such termination date).

Edgar Filing: SCIENTIFIC GAMES CORP - Form 4

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.