

SCIENTIFIC GAMES CORP

Form 4

August 07, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER ROBERT C

(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)
08/05/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/05/2008		M		12,000	A	\$ 15.96	41,083	D
Class A Common Stock	08/05/2008		M		10,800	A	\$ 23.15	51,883	D
Class A Common Stock	08/05/2008		M		6,000	A	\$ 22.53	57,883	D

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Class A Common Stock	08/05/2008	S	200	D	\$ 31.34	57,683	D
Class A Common Stock	08/05/2008	S	200	D	\$ 31.35	57,483	D
Class A Common Stock	08/05/2008	S	100	D	\$ 31.36	57,383	D
Class A Common Stock	08/05/2008	S	200	D	\$ 31.37	57,183	D
Class A Common Stock	08/05/2008	S	100	D	\$ 31.38	57,083	D
Class A Common Stock	08/05/2008	S	700	D	\$ 31.4	56,383	D
Class A Common Stock	08/05/2008	S	400	D	\$ 31.41	55,983	D
Class A Common Stock	08/05/2008	S	400	D	\$ 31.42	55,583	D
Class A Common Stock	08/05/2008	S	300	D	\$ 31.43	55,283	D
Class A Common Stock	08/05/2008	S	600	D	\$ 31.44	54,683	D
Class A Common Stock	08/05/2008	S	1,571	D	\$ 31.45	53,112	D
Class A Common Stock	08/05/2008	S	1,800	D	\$ 31.46	51,312	D
Class A Common Stock	08/05/2008	S	2,700	D	\$ 31.47	48,612	D
Class A Common Stock	08/05/2008	S	1,300	D	\$ 31.48	47,312	D
Class A Common	08/05/2008	S	1,800	D	\$ 31.49	45,512	D

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Stock

Class A Common Stock	08/05/2008	S	2,034	D	\$ 31.5	43,478	D
Class A Common Stock	08/05/2008	S	700	D	\$ 31.51	42,778	D
Class A Common Stock	08/05/2008	S	500	D	\$ 31.52	42,278	D
Class A Common Stock	08/05/2008	S	500	D	\$ 31.53	41,778	D
Class A Common Stock	08/05/2008	S	1,800	D	\$ 31.54	39,978	D
Class A Common Stock	08/05/2008	S	400	D	\$ 31.55	39,578	D
Class A Common Stock	08/05/2008	S	500	D	\$ 31.56	39,078	D
Class A Common Stock	08/05/2008	S	900	D	\$ 31.57	38,178	D
Class A Common Stock	08/05/2008	S	1,100	D	\$ 31.58	37,078	D
Class A Common Stock	08/05/2008	S	2,629	D	\$ 31.59	34,449	D
Class A Common Stock	08/05/2008	S	3,766	D	\$ 31.6	30,683	D
Class A Common Stock	08/05/2008	S	300	D	\$ 31.61	30,383	D

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

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(9-02)

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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. 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)	\$ 15.96	08/05/2008		M	12,000	<u>(1)</u> 12/07/2013	Common Stock 12,000
Employee Stock Option (right to buy)	\$ 23.15	08/05/2008		M	10,800	<u>(2)</u> 12/08/2014	Common Stock 10,800
Employee Stock Option (right to buy)	\$ 22.53	08/05/2008		M	6,000	<u>(3)</u> 01/09/2015	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BECKER ROBERT C C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	Director 10% Owner Officer Vice President & Treasurer

Signatures

/s/ Jack Sarno, attorney-in-fact for Robert Becker
08/07/2008
**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).

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- (1) The option became exercisable as to 3,000 shares on each of December 8, 2004, 2005, 2006 and 2007, and becomes exercisable as to 3,000 shares on December 8, 2008.
- (2) The option became exercisable as to 3,600 shares on each of December 9, 2005, 2006 and 2007, and becomes exercisable as to 3,600 shares on each of December 9, 2008 and 2009.
- (3) The option became exercisable as to 2,000 shares on each of January 10, 2006, 2007 and 2008, and becomes exercisable as to 2,000 shares on each of January 10, 2009 and 2010.

Remarks:

Due to the SEC's limit of 30 lines per table, this Form 4 is one of two filed on behalf of the reporting person to report transaction

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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