

FORD GERALD J
Form 4
January 06, 2009

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 *
FORD GERALD J

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)
200 CRESCENT COURT, SUITE
1350

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2009

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

(Street)
DALLAS, TX 75201

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

(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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	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			
Class A Common Stock	01/02/2009		M		658	A \$ 0	102,981	D
Class A Common Stock	01/02/2009		M		722	A \$ 0	103,703	D
Class A Common Stock	01/03/2009		M		800	A \$ 0	104,503	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)	8. I
				Code	V	(A)	(D)	
Restricted Stock Units	<u>(1)</u>	01/02/2009		A		6,289	<u>(1)</u> <u>(1)</u>	Common Stock 6,289
Restricted Stock Units	<u>(2)</u>	01/02/2009		M		658	<u>(2)</u> <u>(2)</u>	Common Stock 658
Restricted Stock Units	<u>(3)</u>	01/02/2009		M		722	<u>(3)</u> <u>(3)</u>	Common Stock 722
Restricted Stock Units	<u>(4)</u>	01/03/2009		M		800	<u>(4)</u> <u>(4)</u>	Common Stock 800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORD GERALD J 200 CRESCENT COURT SUITE 1350 DALLAS, TX 75201	X

Signatures

/s/ Jack Sarno, attorney-in-fact for Gerald
J. Ford

01/06/2009

__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) Represents award of restricted stock units granted on January 2, 2009. The award vests in five equal annual installments beginning on January 2, 2010. Each unit converts into a share of common stock on a one-for-one basis.
- (2) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award vests in four equal installments on each of January 2, 2010, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in three equal installments on each of January 2, 2010, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in two equal installments on each of January 3, 2010 and 2011. Each unit converts into a share of common stock on a one-for-one basis.

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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