

INTERNATIONAL GAME TECHNOLOGY

Form 4

April 25, 2006

FORM 4

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

OMB APPROVAL

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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 *
PENNINGTON RICHARD

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL GAME TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9295 PROTOTYPE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

RENO, NV 89521

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. 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			
Common Stock	04/21/2006		M	60,000 A \$ 11.6125	131,099	I	By Trust (1)
Common Stock	04/21/2006		M	19,200 A \$ 18.98	150,299	I	By Trust (1)
Common Stock	04/21/2006		M	5,120 A \$ 19.46	155,419	I	By Trust (1)
Common Stock	04/21/2006		S	20 D \$ 36.5	155,399	I	By Trust (1)
Common Stock	04/21/2006		S	16,400 D \$ 36.63	138,999	I	By Trust (1)

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Common Stock	04/21/2006	S	2,200	D	\$ 36.66	136,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	400	D	\$ 36.67	136,399	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	900	D	\$ 36.69	135,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.7	135,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	800	D	\$ 36.71	134,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	7,200	D	\$ 36.72	127,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.73	127,099	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.74	126,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,000	D	\$ 36.75	125,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	2,200	D	\$ 36.76	123,699	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	800	D	\$ 36.77	122,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	100	D	\$ 36.78	122,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	300	D	\$ 36.79	122,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,300	D	\$ 36.8	121,199	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	10,400	D	\$ 36.82	110,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,000	D	\$ 36.84	109,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,500	D	\$ 36.85	108,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	600	D	\$ 36.86	107,699	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	3,600	D	\$ 36.87	104,099	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,100	D	\$ 36.88	102,999	I	By Trust <u>(1)</u>
	04/21/2006	S	2,600	D	\$ 36.89	100,399	I	

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Common Stock								By Trust <u>(1)</u>	
Common Stock	04/21/2006		S	2,500	D	\$ 36.9	97,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006		S	300	D	\$ 36.91	97,599	I	By Trust <u>(1)</u>
Common Stock	04/21/2006		S	1,000	D	\$ 36.93	96,599	I	By Trust <u>(1)</u>
Common Stock	04/21/2006		S	100	D	\$ 36.95	96,499	I	By Trust <u>(1)</u>

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option ⁽²⁾	\$ 11.6125	04/21/2006		M	60,000	03/23/2002 ⁽³⁾	03/23/2011	Common Stock	60,000
Employee Stock Option ⁽²⁾	\$ 18.98	04/21/2006		M	19,200	12/31/2003 ⁽³⁾	12/31/2012	Common Stock	19,200
Employee Stock Option ⁽²⁾	\$ 19.46	04/21/2006		M	5,120	03/23/2004 ⁽³⁾	03/23/2013	Common Stock	5,120

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PENNINGTON RICHARD
9295 PROTOTYPE DRIVE
RENO, NV 89521

Executive Vice President

Signatures

Richard
Pennington

04/25/2006

**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) Pennington Family Trust dated March 01, 2001
- (2) Employee Stock Option (right to buy) granted pursuant to the International Game Technology Stock Option Plan.
- (3) The option became exercisable in equal annual installments over a five year period, at the rate of 20% per year, commencing on the first anniversary of the date of the grant.

Remarks:

All of the transactions reported on this Form 4 were effected on Friday, April 21, 2006 and in the aggregate 74,320 shares were

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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