

COHEN PETER A
Form 4
March 08, 2005

FORM 4

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2005

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

C/O RAMIUS CAPITAL GROUP, LLC, 666 THIRD AVENUE, 26TH FLOOR

(Street)

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

NEW YORK,, NY 10017

(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)	
				(A) or (D)	Price			
Class A Common Stock	03/04/2005		S	25,000 D	\$ 24.47	952,516	I	By Ramius Securities, LLC <u>(1)</u>
Class A Common Stock	03/04/2005		S	25,000 D	\$ 24.5	927,516	I	By Ramius Securities, LLC <u>(1)</u>
Class A Common Stock	03/04/2005		S	25,000 D	\$ 24.55	902,516	I	By Ramius Securities, LLC <u>(1)</u>

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Class A Common Stock	03/04/2005		S	900	D	\$ 24.65	901,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005		S	10,000	D	\$ 24.5	891,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005		S	25,000	D	\$ 24.54	866,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005		S	25,000	D	\$ 24.59	841,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005		S	25,000	D	\$ 24.69	816,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005		S	25,000	D	\$ 24.7	791,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock							109,771	D	
Class A Common Stock							4,400	I	By wife
Class A Common Stock							2,000	I	By daughter

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

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

Signatures

/s/ Peter A.
Cohen

03/08/2005

**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 Capital Group, LLC, the (1) parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.