

Potts Larry
Form 3
June 16, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Potts Larry

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/08/2006

3. Issuer Name **and** Ticker or Trading Symbol
SCIENTIFIC GAMES CORP [SGMS]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

VP & Chief Compliance Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

SCIENTIFIC GAMES
CORPORATION,Â 750
LEXINGTON AVENUE, 25TH
FLOOR

(Street)

NEW YORK,,Â NYÂ 10022

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

None

0

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	09/06/2014	Common Stock	50,000	\$ 16.94	D	Â
Stock Option (right to buy)	Â (2)	12/08/2014	Common Stock	21,000	\$ 23.15	D	Â
Stock Option (right to buy)	Â (3)	12/14/2015	Common Stock	10,000	\$ 27.68	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	3,438	\$ (6)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	10,000	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Potts Larry SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK,, NY 10022	Â	Â	Â VP & Chief Compliance Officer	Â

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Larry Potts

06/16/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option becomes exercisable in five equal annual installments beginning on September 7, 2005.
- (2) The option becomes exercisable in five equal annual installments beginning on December 9, 2005.
- (3) The option becomes exercisable in five equal annual installments beginning on December 15, 2006.
- (4) The restricted stock units vest in five equal annual installments beginning on December 15, 2006.
- (5) The restricted stock units vest in five equal annual installments beginning on May 3, 2007.
- (6) Each restricted stock unit converts into a share of common stock on a one-for-one basis.

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Remarks:

ExhibitÂ ListÂ --Â ExhibitÂ 24Â --Â PowerÂ ofÂ Attorney

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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