

TURNER ERIC M
Form 4
January 04, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER ERIC M

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES
CORP, 750 LEXINGTON AVE,
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)
01/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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. 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)			
			Code	V	Amount		Price
Class A Common Stock	01/02/2012		M		723	A	\$ 0 723
Class A Common Stock	01/02/2012		M		658	A	\$ 0 1,381
Class A Common Stock	01/02/2012		M		1,258	A	\$ 0 2,639

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Class A Common Stock	01/04/2012	M	1,494	A	\$ 0	4,133	D
Class A Common Stock	01/03/2012	M	2,350	A	\$ 0	6,483	D

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

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SEC 1474
(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 or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/02/2012		M		723		(1)	(1)	Common Stock	723	\$
Restricted Stock Units	(2)	01/02/2012		M		658		(2)	(2)	Common Stock	658	\$
Restricted Stock Units	(3)	01/02/2012		M		1,258		(3)	(3)	Common Stock	1,258	\$
Restricted Stock Units	(4)	01/04/2012		M		1,494		(4)	(4)	Common Stock	1,494	\$
Restricted Stock Units	(5)	01/03/2012		M		2,350		(5)	(5)	Common Stock	2,350	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER ERIC M C/O SCIENTIFIC GAMES CORP 750 LEXINGTON AVE, 25TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Jack Sarno, attorney-in-fact for Eric M.
Turner

01/04/2012

__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 vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The award has fully vested. 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 is scheduled to vest on January 2, 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, 2009. The balance of the award is scheduled to vest in two equal installments on each of January 2, 2013 and 2014. 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 4, 2010. The balance of the award is scheduled to vest in three equal installments on each of January 4, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fourth of award of restricted stock units granted on September 7, 2011. The balance of the award is scheduled to vest in three equal annual installments on each of January 3, 2013, 2014 and 2015. 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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