

SCIENTIFIC GAMES CORP
Form 4
August 18, 2011

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 *
BECKER ROBERT C

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)
08/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Treasurer

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH 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 10022

(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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount | Price | |
| | | | Code | V | | | |

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)

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| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 15.96 | 08/16/2011 | | D | | 3,000 | | <u>(1)</u> | 12/07/2013 | Common Stock | 3,000 |
| Restricted Stock Units | <u>(1)</u> | 08/16/2011 | | A | | 289 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 289 |
| Employee Stock Option (right to buy) | \$ 23.15 | 08/16/2011 | | D | | 7,200 | | <u>(2)</u> | 12/08/2014 | Common Stock | 7,200 |
| Restricted Stock Units | <u>(2)</u> | 08/16/2011 | | A | | 462 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 462 |
| Employee Stock Option (right to buy) | \$ 22.53 | 08/16/2011 | | D | | 4,000 | | <u>(3)</u> | 01/09/2015 | Common Stock | 4,000 |
| Restricted Stock Units | <u>(3)</u> | 08/16/2011 | | A | | 286 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 286 |
| Employee Stock Option (right to buy) | \$ 27.68 | 08/16/2011 | | D | | 9,000 | | <u>(4)</u> | 12/14/2015 | Common Stock | 9,000 |
| Restricted Stock Units | <u>(4)</u> | 08/16/2011 | | A | | 602 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 602 |
| Employee Stock Option (right to | \$ 33.94 | 08/16/2011 | | D | | 9,486 | | <u>(5)</u> | 02/26/2017 | Common Stock | 9,486 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|-----|------------|--------------|--------|--|
| buy) | | | | | | | | | |
| Restricted Stock Units | (5) | 08/16/2011 | A | 729 | (5) | (5) | Common Stock | 729 | |
| Employee Stock Option (right to buy) | \$ 21.27 | 08/16/2011 | D | 13,324 | (6) | 02/25/2018 | Common Stock | 13,324 | |
| Restricted Stock Units | (6) | 08/16/2011 | A | 2,652 | (6) | (6) | Common Stock | 2,652 | |
| Employee Stock Option (right to buy) | \$ 12.21 | 08/16/2011 | D | 17,347 | (7) | 02/22/2019 | Common Stock | 17,347 | |
| Restricted Stock Units | (7) | 08/16/2011 | A | 7,380 | (7) | (7) | Common Stock | 7,380 | |
| Employee Stock Option (right to buy) | \$ 15.65 | 08/16/2011 | D | 15,573 | (8) | 02/21/2020 | Common Stock | 15,573 | |
| Restricted Stock Units | (8) | 08/16/2011 | A | 5,765 | (8) | (8) | Common Stock | 5,765 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER ROBERT C C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022 | | | Vice President & Treasurer | |

Signatures

/s/ Jack Sarno, attorney-in-fact for Robert Becker

08/18/2011

**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) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 8, 2003 (such canceled option provided for vesting in five equal installments beginning on December 8, 2004). In exchange for the option, the reporting person received 289 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(2) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 9, 2004 (such canceled option provided for vesting in five equal installments beginning on December 9, 2005). In exchange for the option, the reporting person received 462 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(3) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on January 10, 2005 (such canceled option provided for vesting in five equal installments beginning on January 10, 2006). In exchange for the option, the reporting person received 286 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(4) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 15, 2005 (such canceled option provided for vesting in five equal installments beginning on December 15, 2006). In exchange for the option, the reporting person received 602 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(5) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 27, 2007 (such canceled option provided for vesting in five equal installments beginning on February 27, 2008). In exchange for the option, the reporting person received 729 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(6) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 26, 2008 (such canceled option provided for vesting in five equal installments beginning on February 26, 2009). In exchange for the option, the reporting person received 2,652 restricted stock units, 2,122 of which are scheduled to vest on August 16, 2012 and 530 of which are scheduled to vest on February 26, 2013. Each unit converts into a share of common stock on a one-for-one basis.

(7) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 23, 2009 (such canceled option provided for vesting in five equal installments beginning on February 23, 2010). In exchange for the option, the reporting person received 7,380 restricted stock units, 4,428 of which are scheduled to vest on August 16, 2012, 1,476 of which are scheduled to vest on February 23, 2013 and 1,476 of which are scheduled to vest on February 23, 2014. Each unit converts into a share of common stock on a one-for-one basis.

(8) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 22, 2010 (such canceled option provided for vesting in four equal installments beginning on February 22, 2011). In exchange for the option, the reporting person received 5,765 restricted stock units, 2,882 of which are scheduled to vest on August 16, 2012, 1,441 of which are scheduled to vest on February 22, 2013 and 1,442 of which are scheduled to vest on February 22, 2014. 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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