

INTERNATIONAL GAME TECHNOLOGY
 Form 4
 May 13, 2008

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)
 05/09/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

RENO, NV 89521
 (City) (State) (Zip)

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 05/09/2008 | | A | 8,510 A \$ 0 | 82,568 ⁽²⁾ | I | By Trust ⁽³⁾ |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) ⁽⁴⁾ | \$ 35.26 | 05/09/2008 | | A | 33,550 | 11/12/2008 ⁽⁵⁾ 05/09/2018 | Common Stock | 33,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PENNINGTON RICHARD 9295 PROTOTYPE DRIVE RENO, NV 89521 | | | Executive Vice President | |

Signatures

Virginia Williams, Attorney-In-Fact for Richard Pennington
 Date: 05/13/2008

__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) Grant of Restricted IGT Common Stock pursuant to the IGT 2002 Stock Incentive Plan, with dividend rights. The restricted shares are scheduled to vest at a rate of 25% of the shares on each of November 12, 2008, November 12, 2009, November 12, 2010 and November 12, 2011.
 - (2) Includes 667 shares acquired by reporting person on 3/1/07 and 610 shares acquired by reporting person on 2/29/08 under the IGT Employee Stock Purchase Plan.
 - (3) Pennington Family Trust Dated March 1, 2001.
 - (4) Employee Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan.
 - (5) The option becomes exercisable in equal installments at a rate of 25% of the shares on each of November 12, 2008, November 12, 2009, November 12, 2010 and November 12, 2011.

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.