

SCIENTIFIC GAMES CORP
Form 4
March 02, 2009

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 *
SAFERIN STEVEN M

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)
02/26/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Properties & Divison Pres.

C/O SCIENTIFIC GAMES
INTERNATIONAL, INC., 1500
BLUEGRASS LAKES PARKWAY
(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

ALPHARETTA, GA 30004

(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 (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	02/26/2009		M	2,076	A \$ 0	6,064	D
Class A Common Stock	02/26/2009		F	674	D \$ 12.91	5,390	D
Class A Common Stock	02/27/2009		M	1,302	A \$ 0	6,692	D

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Class A
Common Stock 02/27/2009 F 423 D \$ 13.06 6,269 D

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

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	02/26/2009		M	2,076	(1) (1)	Common Stock 2,076	\$
Restricted Stock Units	(2)	02/27/2009		M	1,302	(2) (2)	Common Stock 1,302	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAFERIN STEVEN M C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			VP-Properties & Divison Pres.	

Signatures

/s/ Jack Sarno, attorney-in-fact for Steven Saferin 03/02/2009

**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 restricted stock units granted on February 26, 2008 based upon satisfaction of certain performance criteria. The balance of the award will vest in four equal installments on each of February 26, 2010, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.

(2) Represents vesting of one-fifth of restricted stock units granted on February 27, 2007. The balance of the award will vest in three equal installments on each of February 27, 2010, 2011 and 2012. 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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