

BEASON STEVEN  
Form 3  
June 25, 2009

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BEASON STEVEN		(Month/Day/Year)	SCIENTIFIC GAMES CORP [SGMS]	
(Last)	(First)	(Middle)	06/17/2009	
C/O SCIENTIFIC GAMES CORPORATION,Â 1500 BLUEGRASS LAKES PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ALPHARETTA,Â GAÂ 30004			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, CTO & Division President	

**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)
Class A Common Stock	22,237	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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**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)	
Employee Stock Option (right to buy)	Â (1)	08/07/2015	Common Stock	137,500	\$ 29.18	D	Â
Employee Stock Option (right to buy)	Â (2)	12/14/2015	Common Stock	19,000	\$ 27.68	D	Â
Employee Stock Option (right to buy)	Â (3)	02/26/2017	Common Stock	16,141	\$ 33.94	D	Â
Employee Stock Option (right to buy)	Â (4)	02/25/2018	Common Stock	23,642	\$ 21.27	D	Â
Employee Stock Option (right to buy)	Â (5)	02/22/2019	Common Stock	29,047	\$ 12.21	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	18,334	\$ (6)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	2,502	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	3,527	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	7,825	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	10,000	\$ (10)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	2,200	\$ (11)	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	13,631	\$ (12)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEASON STEVEN C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004	Â	Â	Â VP, CTO & Division President	Â

## Signatures

/s/ Jack Sarno, attorney-in-fact for Steven Beason 06/25/2009

\_\_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) This option, which was granted on August 8, 2005 and originally covered 275,000 shares, was subsequently restructured such that one-half of the shares covered by the option were cancelled and, in lieu thereof, a new grant of 45,833 restricted stock units was issued (representing one unit for every three surrendered options). The restructured option became exercisable as to one-fifth of the underlying shares on each of August 8, 2006, 2007 and 2008 and becomes exercisable as to one-fifth of the underlying shares on each of August 8, 2009 and 2010.

(2) The option became exercisable as to one-fifth of the underlying shares on each of December 15, 2006, 2007 and 2008 and becomes exercisable as to one-fifth of the underlying shares on each of December 15, 2009 and 2010.

(3) The option became exercisable as to one-fifth of the underlying shares on each of February 27, 2008 and 2009 and becomes exercisable as to one-fifth of the underlying shares on each of February 27, 2010, 2011 and 2012.

(4) The option became exercisable as to one-fifth of the underlying shares on February 26, 2009 and becomes exercisable as to one-fifth of the underlying shares on each of February 26, 2010, 2011, 2012 and 2013.

(5) The option becomes exercisable as to one-fifth of the underlying shares on each of February 23, 2010, 2011, 2012, 2013 and 2014.

(6) The reporting person was granted 45,833 restricted stock units in connection with the restructuring of a stock option award (see footnote 1 above), one-fifth of which vested on each of August 8, 2006, 2007 and 2008. The balance of the award vests in two equal installments on each of August 8, 2009 and 2010. Each unit converts into a share of common stock on a one-for-one basis.

(7) The reporting person was granted 6,253 restricted stock units on December 15, 2005, one-fifth of which vested on each of December 15, 2006, 2007 and 2008. The balance of the award vests in two equal installments on each of December 15, 2009 and 2010. Each unit converts into a share of common stock on a one-for-one basis.

(8) The reporting person was granted 5,878 restricted stock units on February 27, 2007, one-fifth of which vested on February 27, 2008 based upon satisfaction of certain performance criteria and one-fifth of which vested on February 27, 2009. The balance of the award vests 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.

(9) The reporting person was granted 9,781 restricted stock units on February 26, 2008, one-fifth of which vested on February 26, 2009 based upon satisfaction of certain performance criteria. The balance of the award vests 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.

(10) The reporting person was granted 10,000 restricted stock units on July 31, 2008, which vest in five equal annual installments beginning on July 31, 2009. Each unit converts into a share of common stock on a one-for-one basis.

(11) The reporting person was granted 5,500 restricted stock units on July 31, 2008, of which 3,300 vested immediately. The balance of the award vests in two equal installments on each of July 31, 2009 and 2010. Each unit converts into a share of common stock on a one-for-one basis.

(12) The reporting person was granted 13,631 restricted stock units on February 23, 2009, which vest in five equal annual installments beginning on February 23, 2010, subject to satisfaction of certain performance criteria. 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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