

SCIENTIFIC GAMES CORP
Form 4
August 18, 2010

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 *
WEIL A LORNE

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)
08/16/2010

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount		
Class A Common Stock	08/16/2010		M ⁽¹⁾		127,000	A	\$ 2.95 1,350,172
Class A Common Stock	08/16/2010		S ⁽¹⁾		600	D	\$ 10.84 1,349,572
Class A Common Stock	08/16/2010		S ⁽¹⁾		1,100	D	\$ 10.85 1,348,472

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Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	4,693	D	\$ 10.86	1,343,779	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	7,500	D	\$ 10.87	1,336,279	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	6,200	D	\$ 10.88	1,330,079	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	4,500	D	\$ 10.89	1,325,579	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	5,186	D	\$ 10.9	1,320,393	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	8,414	D	\$ 10.91	1,311,979	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,000	D	\$ 10.92	1,309,979	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,675	D	\$ 10.93	1,308,304	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	725	D	\$ 10.94	1,307,579	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,000	D	\$ 10.95	1,305,579	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	400	D	\$ 10.96	1,305,179	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,300	D	\$ 10.97	1,303,879	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,800	D	\$ 10.98	1,301,079	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,500	D	\$ 10.99	1,298,579	D
Class A Common	08/16/2010	<u>S⁽¹⁾</u>	3,500	D	\$ 11	1,295,079	D

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Stock							
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,900	D	\$ 11.01	1,293,179	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,997	D	\$ 11.02	1,291,182	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,579	D	\$ 11.03	1,289,603	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	303	D	\$ 11.04	1,289,300	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,598	D	\$ 11.05	1,286,702	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	3,500	D	\$ 11.06	1,283,202	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	3,200	D	\$ 11.07	1,280,002	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	4,400	D	\$ 11.08	1,275,602	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,700	D	\$ 11.09	1,272,902	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	600	D	\$ 11.11	1,272,302	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	1,900	D	\$ 11.12	1,271,402	D
Class A Common Stock	08/16/2010	<u>S⁽¹⁾</u>	2,300	D	\$ 11.13	1,269,102	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 2.95	08/16/2010		M	127,000	<u>(1)</u> 12/31/2010	Common Stock	127,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEIL A LORNE
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil

08/18/2010

__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) The option became exercisable in four equal installments beginning on January 1, 2002 and was scheduled to expire on December 31, 2010. In connection with the exercise of the option, the reporting person disposed of an aggregate of 81,070 shares underlying the option in order to cover the costs of exercising the option and retained the remaining shares underlying the option. As reported in the table above, the reporting person holds an aggregate of 1,269,102 shares after giving effect to the transactions reported herein.

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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