

Regan Michael J
Form 4
January 06, 2009

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 *
Regan Michael J

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)
01/02/2009

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/02/2009		M	658	A	\$ 0	4,380	D
Class A Common Stock	01/02/2009		M	722	A	\$ 0	5,102	D

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

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- (1) Represents award of restricted stock units granted on January 2, 2009. The award vests in five equal annual installments beginning on January 2, 2010. Each unit converts into a share of common stock on a one-for-one basis.
- (2) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award vests in four equal installments on each of January 2, 2010, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in three equal installments on each of January 2, 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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