

COHEN PETER A  
Form 4  
March 05, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
COHEN PETER A

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)  
03/03/2009

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

C/O RAMIUS LLC, 599  
LEXINGTON AVENUE, 20TH  
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 Beneficial Ownership (Instr. 4)
Class A Common Stock	03/03/2009		P	200 A	\$ 10.2 950,200	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <sub>(2)</sub>
Class A Common Stock	03/03/2009		P	300 A	\$ 10.22 950,500	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <sub>(2)</sub>

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Class A Common Stock	03/03/2009	P	1,800	A	\$ 10.23	952,300	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.24	952,600	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,900	A	\$ 10.25	954,500	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,200	A	\$ 10.26	955,700	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,800	A	\$ 10.27	958,500	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,279	A	\$ 10.28	960,779	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,591	A	\$ 10.29	965,370	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,330	A	\$ 10.3	969,700	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,500	A	\$ 10.31	974,200	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
	03/03/2009	P	2,200	A		976,400	I	

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Class A Common Stock					\$ 10.32				By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.33	978,900	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.34	980,200	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,500	A	\$ 10.35	983,700	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,000	A	\$ 10.36	986,700	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.37	989,200	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,800	A	\$ 10.38	993,000	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,500	A	\$ 10.39	994,500	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,400	A	\$ 10.4	995,900	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
	03/03/2009	P	800	A		996,700	I		

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Class A Common Stock					\$ 10.41				By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.42	998,000	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,100	A	\$ 10.43	999,100	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.44	999,400	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock	03/03/2009	P	600	A	\$ 10.47	1,000,000	I		By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u>
Class A Common Stock						194,774	D		
Class A Common Stock						4,400	I		By wife
Class A Common Stock						1,500	I		By daughter
Class A Common Stock						8,000	I		By trust for daughter <sup>(3)</sup>
Class A Common Stock						7,000	I		By trust for son <sup>(3)</sup>

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

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SEC 1474  
(9-02)



**Remarks:**

Due to the SEC's limit of 30 lines per table, this Form 4 is one of two filed on behalf of the reporting person to report transactions.

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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