

WRIGHT JOSEPH R JR
Form 4
July 07, 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 *
WRIGHT JOSEPH R JR

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)

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

C/O THE CHART GROUP, L.P., 75
ROCKEFELLER PLAZA

07/02/2010

(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 10019

(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)
				(A) or (D)	Price		
Class A Common Stock	07/02/2010		M	165,000	A \$ 0	206,976	D
Class A Common Stock	07/02/2010		F	82,863	D \$ 9.32	124,113	D
Class A Common Stock	07/02/2010		M	25,000	A \$ 0	149,113	D
Class A Common Stock	07/02/2010		F	12,555	D \$	136,558	D

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Common Stock						9.32	
Class A Common Stock	07/02/2010	M	63,473	A	\$ 0	200,031	D
Class A Common Stock	07/02/2010	F	31,877	D	\$ 9.32	168,154	D
Class A Common Stock	07/06/2010	M	55,000	A	\$ 0	223,154	D
Class A Common Stock	07/06/2010	F	26,824	D	\$ 9.32	196,330	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/02/2010		M	(A) 165,000	(1)	(1)	Common Stock	165,000
Restricted Stock Units	(2)	07/02/2010		M	(A) 25,000	(2)	(2)	Common Stock	25,000
Restricted Stock Units	(3)	07/02/2010		M	(A) 63,473	(3)	(3)	Common Stock	63,473
Restricted Stock Units	(4)	07/06/2010		M	(A) 55,000	(4)	(4)	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT JOSEPH R JR C/O THE CHART GROUP, L.P. 75 ROCKEFELLER PLAZA NEW YORK, NY 10019	X			

Signatures

/s/ Jack Sarno, attorney-in-fact for Joseph R. Wright	07/07/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 delivery of restricted stock units granted on April 15, 2008 six months following the accelerated vesting thereof on December 31, 2009 pursuant to the terms of the reporting person's employment agreement. Each unit converted into a share of common stock on a one-for-one basis.
 - (2) Represents delivery of restricted stock units granted on February 23, 2009 six months following the accelerated vesting thereof on December 31, 2009 pursuant to the terms of the reporting person's employment agreement. Each unit converted into a share of common stock on a one basis.
 - (3) Represents delivery of restricted stock units granted on March 24, 2009 six months following the accelerated vesting thereof on December 31, 2009 pursuant to the terms of the reporting person's employment agreement. Each unit converted into a share of common stock on a one
 - (4) Represents delivery of restricted stock units granted on April 15, 2008 six months following the accelerated vesting thereof on December 31, 2009 pursuant to the terms of the reporting person's employment agreement. Each unit converted 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.