

SCIENTIFIC GAMES CORP  
Form 4  
August 18, 2011

**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

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)  
08/16/2011

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

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)	Amount	Price	
			Code	V			

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 15.96	08/16/2011		D	150,000	<u>(1)</u>	12/07/2013	Common Stock	150,000
Restricted Stock Units	<u>(1)</u>	08/16/2011		A	7,242	<u>(1)</u>	<u>(1)</u>	Common Stock	7,242
Employee Stock Option (right to buy)	\$ 23.15	08/16/2011		D	150,000	<u>(2)</u>	12/08/2014	Common Stock	150,000
Restricted Stock Units	<u>(2)</u>	08/16/2011		A	4,824	<u>(2)</u>	<u>(2)</u>	Common Stock	4,824
Employee Stock Option (right to buy)	\$ 27.68	08/16/2011		D	75,000	<u>(3)</u>	12/14/2015	Common Stock	75,000
Restricted Stock Units	<u>(3)</u>	08/16/2011		A	2,510	<u>(3)</u>	<u>(3)</u>	Common Stock	2,510
Employee Stock Option (right to buy)	\$ 33.94	08/16/2011		D	97,167	<u>(4)</u>	02/26/2017	Common Stock	97,167
Restricted Stock Units	<u>(4)</u>	08/16/2011		A	3,735	<u>(4)</u>	<u>(4)</u>	Common Stock	3,735
Employee Stock Option (right to buy)	\$ 21.27	08/16/2011		D	141,470	<u>(5)</u>	02/25/2018	Common Stock	141,470

Restricted Stock Units	(5)	08/16/2011	A	14,090	(5)	(5)	Common Stock	14,090
Employee Stock Option (right to buy)	\$ 12.21	08/16/2011	D	176,559	(6)	02/22/2019	Common Stock	176,559
Restricted Stock Units	(6)	08/16/2011	A	37,645	(6)	(6)	Common Stock	37,645

## 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		Chairman and CEO	

## Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil  
08/18/2011

\_\_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) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 8, 2003 (such canceled option provided for vesting in five equal installments beginning on December 8, 2004). In exchange for the option, the reporting person received 7,242 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(2) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 9, 2004 (such canceled option provided for vesting in five equal installments beginning on December 9, 2005). In exchange for the option, the reporting person received 4,824 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(3) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 15, 2005 (such canceled option provided for vesting in five equal installments beginning on December 15, 2006). In exchange for the option, the reporting person received 2,510 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(4) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 27, 2007 (such canceled option provided for vesting in five equal installments beginning on February 27, 2008). In exchange for the option, the reporting person received 3,735 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(5) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 26, 2008 (such canceled option provided for vesting in five equal installments beginning on February 26, 2009). In exchange for the option, the reporting person received 14,090 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

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- (6) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 23, 2009 (such canceled option provided for vesting in five equal installments beginning on February 23, 2010). In exchange for the option, the reporting person received 37,645 restricted stock units, all of which are scheduled to vest on August 16, 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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