

Raphaelson Ira H
 Form 4
 November 03, 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 *
 Raphaelson Ira H

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)
 11/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, International Affairs

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 19TH 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 | 11/01/2011 | | M | 4,652 | A | \$ 0 | 97,240 | D |
| Class A Common Stock | 11/01/2011 | | F | 1,773 | D | \$ 8.72 | 95,467 | D |
| | | | | | | <u>(1)</u> | | |
| Class A Common Stock | 11/01/2011 | | M | 5,271 | A | \$ 0 | 100,738 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|--------------------------|---------|---|
| Class A Common Stock | 11/01/2011 | F | 2,008 | D | \$ 8.72 <u>(1)</u> | 98,730 | D |
| Class A Common Stock | 11/01/2011 | M | 10,000 | A | \$ 0 | 108,730 | D |
| Class A Common Stock | 11/01/2011 | F | 3,808 | D | \$ 8.72 <u>(1)</u> | 104,922 | D |
| Class A Common Stock | 11/01/2011 | M | 11,568 | A | \$ 0 | 116,490 | D |
| Class A Common Stock | 11/01/2011 | F | 4,406 | D | \$ 8.72 <u>(1)</u> | 112,084 | D |
| Class A Common Stock | 11/01/2011 | M | 14,103 | A | \$ 0 | 126,187 | D |
| Class A Common Stock | 11/01/2011 | F | 5,371 | D | \$ 8.72 <u>(1)</u> | 120,816 | D |
| Class A Common Stock | 11/01/2011 | M | 12,750 | A | \$ 0 | 133,566 | D |
| Class A Common Stock | 11/01/2011 | F | 6,113 | D | \$ 8.72 <u>(1)</u> | 127,453 | D |
| Class A Common Stock | 11/01/2011 | M | 6,342 | A | \$ 0 | 133,795 | D |
| Class A Common Stock | 11/01/2011 | F | 3,050 | D | \$ 8.72 <u>(1)</u> | 130,745 | D |
| Class A Common Stock | 11/01/2011 | M | 17,480 | A | \$ 0 | 148,225 | D |
| Class A Common Stock | 11/01/2011 | F | 8,405 | D | \$ 8.72 <u>(1)</u> | 139,820 | D |
| Class A Common Stock | 11/01/2011 | M | 13,658 | A | \$ 0 | 153,478 | D |
| Class A Common | 11/01/2011 | F | 6,567 | D | \$ 8.72 | 146,911 | D |

Stock

(1)

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)

| 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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(2)</u> | 11/01/2011 | | M | 4,652 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 4,652 |
| Restricted Stock Units | <u>(3)</u> | 11/01/2011 | | M | 5,271 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 5,271 |
| Restricted Stock Units | <u>(4)</u> | 11/01/2011 | | M | 10,000 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 10,000 |
| Restricted Stock Units | <u>(5)</u> | 11/01/2011 | | M | 11,568 | <u>(5)</u> | <u>(5)</u> | Class A Common Stock | 11,568 |
| Restricted Stock Units | <u>(6)</u> | 11/01/2011 | | M | 14,103 | <u>(6)</u> | <u>(6)</u> | Class A Common Stock | 14,103 |
| Restricted Stock Units | <u>(7)</u> | 11/01/2011 | | M | 12,750 | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 12,750 |
| Restricted Stock Units | <u>(7)</u> | 11/01/2011 | | M | 6,342 | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 6,342 |
| Restricted Stock Units | <u>(7)</u> | 11/01/2011 | | M | 17,480 | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 17,480 |

| | | | | | | | | |
|------------------------------|-----|------------|---|--------|-----|-----|----------------------------|--------|
| Restricted Stock Units | (7) | 11/01/2011 | M | 13,658 | (7) | (7) | Class A Common Stock | 13,658 |
|------------------------------|-----|------------|---|--------|-----|-----|----------------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raphaelson Ira H C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 19TH FLOOR NEW YORK, NY 10022 | | | Sr. VP, International Affairs | |

Signatures

/s/ Jack Sarno, attorney-in-fact for Ira H.

Raphaelson

11/03/2011

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents accelerated vesting of unvested restricted stock units granted on February 27, 2007 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (3) Represents accelerated vesting of unvested restricted stock units granted on February 26, 2008 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (4) Represents accelerated vesting of unvested restricted stock units granted on October 7, 2008 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (5) Represents accelerated vesting of unvested restricted stock units granted on February 23, 2009 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (6) Represents accelerated vesting of unvested restricted stock units granted on February 22, 2010 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (7) Represents accelerated vesting of unvested restricted stock units pursuant to the terms of a separation agreement with the reporting person. The restricted stock units were granted on August 16, 2011 pursuant to the issuer's option exchange program. 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.

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