Kennedy James C Form 4 February 28, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

(Middle)

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Kennedy James C

SCIENTIFIC GAMES CORP

(Check all applicable)

[SGMS]

Director 10% Owner

Division President and CMO

3. Date of Earliest Transaction

(Month/Day/Year) 02/26/2013

X_ Officer (give title Other (specify below)

C/O SCIENTIFIC GAMES CORPORATION, 1500

BLUEGRASS LAKES PARKWAY (Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ALPHARETTA, GA 30004

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative s	Secur	ities Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/26/2013		M	1,235	A	\$0	46,409	D	
Class A Common Stock	02/26/2013		F	401	D	\$ 9.08 (1)	46,008	D	
Class A Common Stock	02/26/2013		M	594	A	\$0	46,602	D	

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Class A Common 02/26/2013 F 193 9.08 46,409 D Stock

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/26/2013		M	1,235	(2)	(2)	Common Stock	1,235	\$
Restricted Stock Units	(3)	02/26/2013		M	594	(3)	(3)	Common Stock	594	\$

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Other

Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004

Division President and CMO

Relationships

Signatures

/s/ Jack Sarno, attorney-in-fact for James C. Kennedy

02/28/2013

**Signature of Reporting Person Date

Reporting Owners 2

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 vesting of one-fifth of restricted stock units granted on February 26, 2008. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The award has fully vested. 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. 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.