

SCIENTIFIC GAMES CORP
Form 4
March 01, 2007

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 *
SAFERIN STEVEN M

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)
02/27/2007

____ Director
 Officer (give title below) _____ Other (specify below)
VP-Properties & Division Pres.

C/O SCIENTIFIC GAMES
INTERNATIONAL, INC., 1500
BLUEGRASS LAKES PARKWAY

(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

ALPHARETTA,, GA 30004

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/27/2007		M		6,167	A	\$ 0
Class A Common Stock	02/27/2007		F		2,359	D	\$ 33.94
Class A Common Stock	03/01/2007		S ⁽¹⁾		3,808	D	\$ 32.30

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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 or Number of Shares
Restricted Stock Units	(2)	02/27/2007		M	1,167	(2) (2)	Common Stock 1,167
Restricted Stock Units	(3)	02/27/2007		M	5,000	(3) (3)	Common Stock 5,000
Employee Stock Option (right to buy)	\$ 33.94	02/27/2007		A	17,870	(4) 02/26/2017	Common Stock 17,870
Restricted Stock Units	(5)	02/27/2007		A	6,508	(5) (5)	Common Stock 6,508

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SAFERIN STEVEN M
C/O SCIENTIFIC GAMES INTERNATIONAL,
INC.
1500 BLUEGRASS LAKES PARKWAY
ALPHARETTA,, GA 30004

VP-Properties & Division Pres.

Signatures

/s/ Debra Aronowitz, attorney-in-fact for Steven Saferin

03/01/2007

__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) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2006.

Represents vesting of one-fifth of restricted stock units granted on December 15, 2005 based upon satisfaction of certain performance criteria. The balance of the award will vest in four equal installments on each of December 15, 2007, 2008, 2009 and 2010. Each unit converts into a share of common stock on a one-for-one basis.

(2) Represents vesting of one-fifth of restricted stock units granted on February 23, 2006 based upon satisfaction of certain performance criteria. The balance of the award will vest in four equal installments on each of February 23, 2008, 2009, 2010 and 2011. Each unit converts into a share of common stock on a one-for-one basis.

(3) The option becomes exercisable in five equal annual installments beginning on February 27, 2008.

(4) The restricted stock units vest in five equal annual installments beginning on February 27, 2008, subject to satisfaction of certain performance criteria. 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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