

COHEN PETER A
Form 4
March 05, 2009

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 *
COHEN PETER A

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)
03/03/2009

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

C/O RAMIUS LLC, 599
LEXINGTON AVENUE, 20TH
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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/03/2009		P	200 A	\$ 10.2 950,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ ₍₂₎
Class A Common Stock	03/03/2009		P	300 A	\$ 10.22 950,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ ₍₂₎

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Class A Common Stock	03/03/2009	P	1,800	A	\$ 10.23	952,300	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.24	952,600	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,900	A	\$ 10.25	954,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,200	A	\$ 10.26	955,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,800	A	\$ 10.27	958,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,279	A	\$ 10.28	960,779	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,591	A	\$ 10.29	965,370	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,330	A	\$ 10.3	969,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,500	A	\$ 10.31	974,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
	03/03/2009	P	2,200	A		976,400	I	

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Class A Common Stock					\$ 10.32			By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.33	978,900	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.34	980,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,500	A	\$ 10.35	983,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,000	A	\$ 10.36	986,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.37	989,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,800	A	\$ 10.38	993,000	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,500	A	\$ 10.39	994,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,400	A	\$ 10.4	995,900	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
	03/03/2009	P	800	A		996,700	I	

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Class A Common Stock					\$ 10.41				By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.42	998,000	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,100	A	\$ 10.43	999,100	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.44	999,400	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	600	A	\$ 10.47	1,000,000	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock						194,774	D		
Class A Common Stock						4,400	I		By wife
Class A Common Stock						1,500	I		By daughter
Class A Common Stock						8,000	I		By trust for daughter ⁽³⁾
Class A Common Stock						7,000	I		By trust for son ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.
Cohen 03/05/2009

**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 reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius LLC, and may be deemed to beneficially own the reported securities held by: (i) Ramius Enterprise Master Fund Ltd (formerly known as RCG Enterprise, Ltd.) of which Ramius LLC acts as the investment advisor; and (ii) RCG PB, Ltd., of which Ramius Advisors, LLC, a subsidiary of Ramius LLC, acts as the investment advisor. The reporting person disclaims beneficial ownership of the securities owned by affiliates of Ramius LLC except to the extent of his pecuniary interest therein.
- (2) On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Ramius Enterprise Master Fund Ltd (formerly known as RCG Enterprise, Ltd.) (the "Frozen Shares") were frozen in Ramius Enterprise Master Fund's prime brokerage account as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Ramius Enterprise Master Fund. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Ramius Enterprise Master Fund claims beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.
- (3) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

Due to the SEC's limit of 30 lines per table, this Form 4 is one of two filed on behalf of the reporting person to report transactions.

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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