

SCIENTIFIC GAMES CORP
Form 4
August 31, 2007

FORM 4

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

OMB APPROVAL

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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 *
HUNTLEY WILLIAM J

(Last) (First) (Middle)

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

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**SCIENTIFIC GAMES CORP
[SGMS]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Division President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 08/29/2007 | | M | | 5,750 A \$ 6.16 | 13,518 | D |
| Class A Common Stock | 08/29/2007 | | M | | 10,000 A \$ 15.96 | 23,518 | D |
| Class A Common Stock | 08/29/2007 | | M | | 13,142 A \$ 23.15 | 36,660 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|--------|---|
| Class A Common Stock | 08/29/2007 | M | 10,000 | A | \$ 22.53 | 46,660 | D |
| Class A Common Stock | 08/29/2007 | S | 46,660 | D | \$ 33.5 | 0 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 6.16 | 08/29/2007 | | M | 5,750 | <u>(1)</u> 12/11/2012 | Common Stock | 5,750 | |
| Employee Stock Option (right to buy) | \$ 15.96 | 08/29/2007 | | M | 10,000 | <u>(2)</u> 12/07/2013 | Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 23.15 | 08/29/2007 | | M | 13,142 | <u>(3)</u> 12/08/2014 | Common Stock | 13,142 | |
| Employee Stock Option (right to buy) | \$ 22.53 | 08/29/2007 | | M | 10,000 | <u>(4)</u> 01/09/2015 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTLEY WILLIAM J C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004 | | | VP & Division President | |

Signatures

| | |
|--|------------|
| /s/ Debra Aronowitz, attorney-in-fact for William Huntley | 08/31/2007 |
| **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 option became exercisable in four equal annual installments beginning on December 12, 2003.
 - (2) The option became exercisable as to 15,600 shares on each of December 8, 2004, 2005 and 2006, and becomes exercisable as to 15,600 shares on each of December 8, 2007 and 2008.
 - (3) The option became exercisable as to 6,800 shares on each of December 9, 2005 and 2006, and becomes exercisable as to 6,800 shares on each of December 9, 2007, 2008 and 2009.
 - (4) The option became exercisable as to 5,000 shares on each of January 10, 2006 and 2007, and becomes exercisable as to 5,000 shares on each of January 10, 2008, 2009 and 2010.

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.