

SCIENTIFIC GAMES CORP

Form 4

November 12, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEIL A LORNE

(Last) (First) (Middle)

**C/O SCIENTIFIC GAMES
CORPORATION, 750
LEXINGTON AVENUE, 25TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2009

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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/02/2009		J ⁽¹⁾		137,969	A	11	485,724	D	
Class A Common Stock	11/10/2009		J ⁽¹⁾		25,505	A	11	511,229	D	
Class A Common Stock	11/12/2009		J ⁽¹⁾		51,031	A	11	562,260	D	

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Class A Common Stock	11/10/2009	M	330,000	A	\$ 5.13	892,260	D
Class A Common Stock	11/12/2009	M	170,000	A	\$ 5.13	1,062,260	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Interest in Deferred Compensation Account	<u>(1)</u>	11/02/2009		J <u>(1)</u>	137,969	<u>(1)</u>	<u>(1)</u>	Common Stock	137,969
Interest in Deferred Compensation Account	<u>(1)</u>	11/10/2009		J <u>(1)</u>	25,505	<u>(1)</u>	<u>(1)</u>	Common Stock	25,505
Interest in Deferred Compensation Account	<u>(1)</u>	11/12/2009		J <u>(1)</u>	51,031	<u>(1)</u>	<u>(1)</u>	Common Stock	51,031
Employee Stock Option (right to buy)	\$ 3.5	11/09/2009		D	70,000	<u>(2)</u>	12/30/2009	Common Stock	70,000
Employee Stock Option (right to buy)	\$ 5.13	11/09/2009		D	100,000	<u>(3)</u>	02/27/2010	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 5.13	11/10/2009		M	330,000	<u>(3)</u>	02/27/2010	Common Stock	330,000

Employee Stock Option (right to buy)	\$ 5.13	11/12/2009	M	170,000	(3)	02/27/2010	Common Stock	17
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL A LORNE C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil	11/12/2009
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__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).

Represents distribution to the reporting person of shares of the issuer's common stock from the reporting person's account under the
(1) Scientific Games Corporation Deferred Compensation Plan as contemplated by the terms of the reporting person's employment agreement.

The option became exercisable in four equal installments beginning on December 31, 2000. The option was cancelled on November 9, 2009 by mutual agreement of the reporting person and the issuer. In exchange for such cancellation, the issuer paid the reporting person
(2) consideration representing the "spread" value of such option (\$12.09 per share) based on the closing price of the issuer's common stock on November 9, 2009.

The option became exercisable as to all of the shares underlying the option (600,000 shares) on August 28, 2003. A portion of the option representing 100,000 shares was cancelled on November 9, 2009 by mutual agreement of the reporting person and the issuer. In exchange
(3) for such cancellation, the issuer paid the reporting person consideration representing the "spread" value of such portion of the option (\$10.46 per share) based on the closing price of the issuer's common stock on November 9, 2009. No shares of common stock were sold in connection with the exercise of the remaining portion of the option (500,000 shares) reported herein.

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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