

BEASON STEVEN

Form 4

August 03, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEASON STEVEN

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)
C/O SCIENTIFIC GAMES
CORPORATION, 1500
BLUEGRASS LAKES PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2010

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

(Street)
ALPHARETTA, GA 30004

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

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

(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	07/31/2010		M		1,100	A	\$ 0	36,265	D	
Class A Common Stock	07/31/2010		F		357	D	\$ 10.44	35,908	D	
Class A Common Stock	07/31/2010		M		2,000	A	\$ 0	37,908	D	

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Class A
Common Stock 07/31/2010 F 649 D \$ 10.44 37,259 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)		8. Pr Deriv Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/31/2010		M		1,100		(1)	(1)	Common Stock	1,100
Restricted Stock Units	(2)	07/31/2010		M		2,000		(2)	(2)	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BEASON STEVEN C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004	VP, CTO & Division President

Signatures

/s/ Jack Sarno, attorney-in-fact for Steven Beason 08/03/2010

**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).

The reporting person was granted 5,500 restricted stock units on July 31, 2008, of which 3,300 vested immediately. The transaction
(1) reported herein represents the vesting of one-half of the 2,200 restricted stock units that did not vest immediately. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.

The transaction reported herein represents the vesting of one-fifth of 10,000 restricted stock units granted on July 31, 2008. The balance
(2) of the award is scheduled to vest in three equal installments on each of July 31, 2011, 2012 and 2013. 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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