

INTERNATIONAL GAME TECHNOLOGY

Form 4

December 16, 2014

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 *
GRACEY PAUL C JR

2. Issuer Name and Ticker or Trading
Symbol
INTERNATIONAL GAME
TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTERNATIONAL GAME
TECHNOLOGY, 6355 S.
BUFFALO DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

(Street)
LAS VEGAS, NV 89113

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		
Common Stock	12/13/2014		M		3,672 <u>(1)</u>	A	\$ 16.87	26,812	D
Common Stock	12/13/2014		F		1,005	D	\$ 16.87	25,807	D
Common Stock	12/13/2014		M		7,231 <u>(1)</u>	A	\$ 16.87	33,038	D
Common Stock	12/13/2014		F		1,978	D	\$ 16.87	31,060	D

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

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SEC 1474
(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
Restricted Stock Units	\$ 0	12/13/2014		M	3,672	12/13/2014 ⁽²⁾ 12/13/2023	Common Stock	3,672
Restricted Stock Units	\$ 0	12/13/2014		M	7,231	12/13/2013 ⁽³⁾ 12/13/2022	Common Stock	7,231

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRACEY PAUL C JR C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113	General Counsel and Secretary

Signatures

Peter A. Christou, Attorney-In-Fact for Paul C.
Gracey, Jr.

12/16/2014

**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) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit award.

(2)

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The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 13, 2014.

- (3) The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 13, 2013 and the second installment vested on December 13, 2014.

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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