

Potts Larry
Form 4
March 02, 2010

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 *
Potts Larry

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)
02/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Compliance Officer

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/26/2010 | | M | 1,996 | A \$ 0 | 15,630 | D |
| Class A Common Stock | 02/26/2010 | | F | 701 | D \$ 16.18 | 14,929 | D |
| Class A Common Stock | 02/27/2010 | | M | 2,751 | A \$ 0 | 17,680 | D |

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Class A
Common Stock 02/27/2010 F 966 D \$ 16.7 16,714 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 02/26/2010 | | M | 1,996 | (1) (1) | Common Stock | 1,996 |
| Restricted Stock Units | (2) | 02/27/2010 | | M | 2,751 | (2) (2) | Common Stock | 2,751 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Potts Larry
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

VP & Chief Compliance Officer

Signatures

/s/ Jack Sarno, attorney-in-fact for Larry Potts

03/02/2010

**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).

- Represents vesting of one-fifth of restricted stock units granted on February 26, 2008. The balance of the award is scheduled to vest in
- (1) three equal installments on each of February 26, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
 - (2) Represents vesting of one-fifth of restricted stock units granted on February 27, 2007. The balance of the award is scheduled to vest in two equal installments on each of February 27, 2011 and 2012. 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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