

Frater Stephen G
Form 3
March 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Frater Stephen G		(Month/Day/Year)	SCIENTIFIC GAMES CORP [SGMS]	
(Last)	(First)	(Middle)	02/23/2011	
99, GREEN LANE, HOUNSLOW			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MIDDLESEX, X0 TW4 6BW			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			Division Executive Chairman	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	20,944	D	X

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	04/19/2016	Common Stock	100,000	\$ 37.47	D	Â
Employee Stock Option (right to buy)	Â (2)	02/26/2017	Common Stock	13,737	\$ 33.94	D	Â
Employee Stock Option (right to buy)	Â (3)	02/25/2018	Common Stock	20,307	\$ 21.27	D	Â
Employee Stock Option (right to buy)	Â (4)	06/30/2018	Common Stock	35,000	\$ 30.08	D	Â
Employee Stock Option (right to buy)	Â (5)	02/22/2019	Common Stock	25,713	\$ 12.21	D	Â
Employee Stock Option (right to buy)	Â (6)	02/21/2020	Common Stock	19,810	\$ 15.65	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	5,000	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	2,002	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	5,041	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	7,241	\$ (10)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	7,575	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frater Stephen G 99, GREEN LANE, HOUNSLOW MIDDLESEX, X0 TW4 6BW	Â	Â	Â Division Executive Chairman	Â

Signatures

/s/ Jack Sarno, attorney-in-fact for Stephen G.
Frater

03/01/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 as to one-fifth of the underlying shares on each of April 20, 2007, 2008, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on April 20, 2011.

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- (2) The option became exercisable as to one-fifth of the underlying shares on each of February 27, 2008, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on each of February 27, 2011 and 2012.
- (3) The option became exercisable as to one-fifth of the underlying shares on each of February 26, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on each of February 26, 2011, 2012 and 2013.
- (4) The option became exercisable as to one-fifth of the underlying shares on each of July 1, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on each of July 1, 2011, 2012 and 2013.
- (5) The option became exercisable as to one-fifth of the underlying shares on each of February 23, 2010 and 2011 and becomes exercisable as to one-fifth of the underlying shares on each of February 23, 2012, 2013 and 2014.
- (6) The option became exercisable as to one-fourth of the underlying shares on February 22, 2011 and becomes exercisable as to one-fourth of the underlying shares on each of February 22, 2012, 2013, and 2014.
- (7) The reporting person was granted 25,000 restricted stock units on April 20, 2006, one-fifth of which vested on each of April 20, 2007, 2008, 2009 and 2010. The balance of the award vests on April 20, 2011. Each unit converts into a share of common stock on a one-for-one basis.

The reporting person was granted 5,003 restricted stock units on February 27, 2007, one-fifth of which vested on February 27, 2008 based upon satisfaction of certain performance criteria and one-fifth of which vested on each of February 27, 2009 and 2010. The balance of the award vests 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.
- (8) The reporting person was granted 8,401 restricted stock units on February 26, 2008, one-fifth of which vested on February 26, 2009 based upon satisfaction of certain performance criteria and one-fifth of which vested on February 26, 2010. The balance of the award vests in 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.
- (9) The reporting person was granted 12,067 restricted stock units on February 23, 2009, one-fifth of which vested on February 23, 2010 based upon satisfaction of certain performance criteria and one-fifth of which vested on February 23, 2011. The balance of the award vests in three equal installments on each of February 23, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (10) The reporting person was granted 10,100 restricted stock units on February 22, 2010, one-fourth of which vested on February 22, 2011 based upon satisfaction of certain performance criteria. The balance of the award vests in three equal installments on each of February 22, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (11)

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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