

Kennedy James C
 Form 4
 February 24, 2012

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 *
 Kennedy James C

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)
 02/22/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Marketing Officer

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

ALPHARETTA, GA 30004
 (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 | 02/22/2012 | | M | 2,237 | A \$ 0 | 23,350 | D |
| Class A Common Stock | 02/22/2012 | | F | 820 | D \$ 12.62 | 22,530 | D |
| Class A Common Stock | 02/23/2012 | | M | 1,720 | A \$ 0 | 24,250 | D |

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| | | | | | | | |
|---------|------------|--|---|-----|----|------------|--------|
| Class A | | | | | \$ | | |
| Common | 02/23/2012 | | F | 586 | D | 12.28 | 23,664 |
| Stock | | | | | | <u>(1)</u> | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Restricted Stock Units | <u>(2)</u> | 02/22/2012 | | M | | 2,237 | <u>(2)</u> | <u>(2)</u> | Common Stock 2,237 |
| Restricted Stock Units | <u>(3)</u> | 02/23/2012 | | M | | 1,720 | <u>(3)</u> | <u>(3)</u> | Common Stock 1,720 |
| Restricted Stock Units | <u>(4)</u> | 02/22/2012 | | A | | 25,567 | <u>(4)</u> | <u>(4)</u> | Common Stock 25,567 |
| Restricted Stock Units | <u>(5)</u> | 02/22/2012 | | A | | 65,000 | <u>(5)</u> | <u>(5)</u> | Common Stock 65,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004 | | | Chief Marketing Officer | |

Signatures

/s/ Jack Sarno, attorney-in-fact for James C.
Kennedy

02/24/2012

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
 - (2) Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
 - (3) Represents vesting of one-fifth of restricted stock units granted on February 23, 2009. The balance of the award is scheduled to vest in two equal installments on each of February 23, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
 - (4) The restricted stock units are scheduled to vest in four equal annual installments beginning on February 22, 2013, subject to the satisfaction of certain performance criteria. Each unit converts into a share of common stock on a one-for-one basis.
 - (5) The restricted stock units are scheduled to vest in four equal annual installments beginning on March 15, 2013, subject to satisfaction of certain performance criteria. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.