

SCIENTIFIC GAMES CORP
Form 4
March 07, 2006

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 *
LAIRD DEWAYNE E

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

(Street)

NEW YORK,, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCIENTIFIC GAMES CORP [SGMS]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & CFO

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/03/2006		M		5,250	A	\$ 2.95 6,750
Class A Common Stock	03/03/2006		M		9,500	A	\$ 7.1 16,250
Class A Common Stock	03/03/2006		M		10,000	A	\$ 6.16 26,250

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Class A Common Stock	03/03/2006	M	19,200	A	\$ 15.96	45,450	D
Class A Common Stock	03/03/2006	M	5,200	A	\$ 23.15	50,650	D
Class A Common Stock	03/03/2006	M	5,000	A	\$ 22.53	55,650	D
Class A Common Stock	03/03/2006	S	16,300	D	\$ 31.39	39,350	D
Class A Common Stock	03/03/2006	S	22,000	D	\$ 31.38	17,350	D
Class A Common Stock	03/03/2006	S	15,850	D	\$ 31.24	1,500	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.95	03/03/2006		M	5,250	<u>(1)</u> 12/31/2010	Common Stock 5,250
Employee Stock Option	\$ 7.1	03/03/2006		M	9,500	<u>(2)</u> 12/13/2011	Common Stock 9,500

(right to buy)									
Employee Stock Option (right to buy)	\$ 6.16	03/03/2006	M	10,000	(3)	12/11/2012	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 15.96	03/03/2006	M	19,200	(4)	12/07/2013	Common Stock	19,200	
Employee Stock Option (right to buy)	\$ 23.15	03/03/2006	M	5,200	(5)	12/08/2014	Common Stock	5,200	
Employee Stock Option (right to buy)	\$ 22.53	03/03/2006	M	5,000	(6)	01/09/2015	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAIRD DEWAYNE E C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK,, NY 10022			VP & CFO	

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for DeWayne Laird 03/07/2006

__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) The option became exercisable in four equal annual installments beginning on January 1, 2002.
- (2) The option became exercisable in four equal annual installments beginning on December 14, 2002.
- (3) The option became exercisable as to 5,000 shares on each of December 12, 2003, 2004 and 2005 and becomes exercisable as to 5,000 shares on December 12, 2006.
- (4)

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The option became exercisable as to 9,600 shares on each of December 8, 2004 and 2005 and becomes exercisable as to 9,600 shares on each of December 8, 2006, 2007 and 2008.

- (5) The option became exercisable as to 5,200 shares on December 9, 2005 and becomes exercisable as to 5,200 shares on each of December 9, 2006, 2007, 2008 and 2009.
- (6) The option became exercisable as to 5,000 shares on January 10, 2006 and becomes exercisable as to 5,000 shares on each of January 10, 2007, 2008, 2009 and 2010.

Remarks:

Exhibit List -- Exhibit 24 -- Power of Attorney

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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