

SCIENTIFIC GAMES CORP
Form 4
March 16, 2005

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)
03/14/2005

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 and 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 | 03/14/2005 | | M | | 30,000 | A | \$ 2.25 75,750 |
| Class A Common Stock | 03/14/2005 | | M | | 15,000 | A | \$ 2.75 90,750 |
| Class A Common Stock | 03/14/2005 | | M | | 35,000 | A | \$ 1.625 125,750 |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|----------|---------|---|
| Class A Common Stock | 03/14/2005 | S | 23,600 | D | \$ 22.7 | 102,150 | D |
| Class A Common Stock | 03/14/2005 | S | 1,268 | D | \$ 22.75 | 100,882 | D |
| Class A Common Stock | 03/14/2005 | S | 300 | D | \$ 22.76 | 100,582 | D |
| Class A Common Stock | 03/14/2005 | S | 200 | D | \$ 22.77 | 100,382 | D |
| Class A Common Stock | 03/14/2005 | S | 1,000 | D | \$ 22.78 | 99,382 | D |
| Class A Common Stock | 03/14/2005 | S | 600 | D | \$ 22.8 | 98,782 | D |
| Class A Common Stock | 03/14/2005 | S | 2,537 | D | \$ 22.81 | 96,245 | D |
| Class A Common Stock | 03/15/2005 | S | 4,700 | D | \$ 22.55 | 91,545 | D |
| Class A Common Stock | 03/15/2005 | S | 300 | D | \$ 22.56 | 91,245 | D |
| Class A Common Stock | 03/15/2005 | S | 2,200 | D | \$ 22.57 | 89,045 | D |
| Class A Common Stock | 03/15/2005 | S | 12,204 | D | \$ 22.58 | 76,841 | D |
| Class A Common Stock | 03/15/2005 | S | 3,000 | D | \$ 22.59 | 73,841 | D |
| Class A Common Stock | 03/15/2005 | S | 22,100 | D | \$ 22.6 | 51,741 | D |
| Class A Common Stock | 03/15/2005 | S | 2,691 | D | \$ 22.61 | 49,050 | D |
| Class A Common | 03/15/2005 | S | 800 | D | \$ 22.62 | 48,250 | D |

Stock

| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 03/15/2005 | S | 1,200 | D | \$ 22.63 | 47,050 | D |
| Class A Common Stock | 03/15/2005 | S | 1,300 | D | \$ 22.64 | 45,750 | 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) | \$ 2.25 | 03/14/2005 | | M | 30,000 | <u>(1)</u> 10/26/2007 | Common Stock 30,000 |
| Employee Stock Option (right to buy) | \$ 2.75 | 03/14/2005 | | M | 15,000 | <u>(2)</u> 05/20/2008 | Common Stock 15,000 |
| Employee Stock Option (right to buy) | \$ 1.625 | 03/14/2005 | | M | 35,000 | <u>(3)</u> 10/31/2008 | Common Stock 35,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

LAIRD DEWAYNE E
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK,, NY 10022

VP and CFO

Signatures

DeWayne Laird 03/16/2005

__Signature of Date
Reporting Person

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 October 27, 1998.
- (2) The option became exercisable in four equal annual installments beginning on May 21, 1999.
- (3) The option became exercisable in four equal annual installments beginning on November 1, 1999.

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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