

SCIENTIFIC GAMES CORP
Form 4
March 07, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

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)
03/03/2006

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

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 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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 | \$ 6.16 | 03/03/2006 | M | 10,000 | <u>(3)</u> | 12/11/2012 | Common Stock | 10,000 |
|--------|---------|------------|---|--------|------------|------------|-----------------|--------|

(right to
buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option | \$ 15.96 | 03/03/2006 | M | 19,200 | <u>(4)</u> | 12/07/2013 | Common Stock | 19,200 |
|--------|----------|------------|---|--------|------------|------------|-----------------|--------|

(right to
buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option | \$ 23.15 | 03/03/2006 | M | 5,200 | <u>(5)</u> | 12/08/2014 | Common Stock | 5,200 |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|

(right to
buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option | \$ 22.53 | 03/03/2006 | M | 5,000 | <u>(6)</u> | 01/09/2015 | Common Stock | 5,000 |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|

(right to
buy)

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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