

Potts Larry
Form 3
June 16, 2006

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Potts Larry</p> <p>(Last) (First) (Middle)</p> <p>SCIENTIFIC GAMES CORPORATION,Â 750 LEXINGTON AVENUE, 25TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/08/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SCIENTIFIC GAMES CORP [SGMS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP & Chief Compliance Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
None	0	D	Â

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	09/06/2014	Common Stock	50,000	\$ 16.94	D	Â
Stock Option (right to buy)	Â (2)	12/08/2014	Common Stock	21,000	\$ 23.15	D	Â
Stock Option (right to buy)	Â (3)	12/14/2015	Common Stock	10,000	\$ 27.68	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	3,438	\$ (6)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	10,000	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Potts Larry SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK,, NY 10022	Â	Â	Â VP & Chief Compliance Officer	Â

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Larry Potts

06/16/2006

**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 becomes exercisable in five equal annual installments beginning on September 7, 2005.
- (2) The option becomes exercisable in five equal annual installments beginning on December 9, 2005.
- (3) The option becomes exercisable in five equal annual installments beginning on December 15, 2006.
- (4) The restricted stock units vest in five equal annual installments beginning on December 15, 2006.
- (5) The restricted stock units vest in five equal annual installments beginning on May 3, 2007.
- (6) Each restricted stock unit converts into a share of common stock on a one-for-one basis.

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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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