

Chambrello Michael R.  
Form 4  
March 01, 2011

**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

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 \*  
Chambrello Michael R.

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)  
02/26/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO - Asia - Pacific Region

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Class A Common Stock            | 02/26/2011                           |  | M                              | 5,166   | A   | \$ 0   | 143,302                           | D |
| Class A Common Stock            | 02/26/2011                           |  | F                              | 1,729   | D   | \$ 8.93  | 141,573                           | D |
| Class A Common Stock            | 02/27/2011                           |  | M                              | 3,123   | A   | \$ 0   | 144,696                           | D |

Edgar Filing: Chambrello Michael R. - Form 4

|                            |            |   |       |   |            |         |   |                                    |
|----------------------------|------------|---|-------|---|------------|---------|---|------------------------------------|
| Class A<br>Common<br>Stock | 02/27/2011 | F | 1,045 | D | \$<br>8.93 | 143,651 | D |                                    |
| Class A<br>Common<br>Stock |            |   |       |   |            | 500     | I | As<br>custodian<br>for<br>daughter |
| Class A<br>Common<br>Stock |            |   |       |   |            | 500     | I | As<br>custodian<br>for<br>daughter |
| Class A<br>Common<br>Stock |            |   |       |   |            | 500     | I | By son                             |
| Class A<br>Common<br>Stock |            |   |       |   |            | 500     | I | By son                             |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 02/26/2011                              |   | M                                    | 5,166   | <u>(1)</u>   | <u>(1)</u>  | Common<br>Stock                  | 5,166                                  |
| Restricted<br>Stock<br>Units                        | <u>(2)</u>   | 02/27/2011                              |   | M                                    | 3,123   | <u>(2)</u>   | <u>(2)</u>  | Common<br>Stock                  | 3,123                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Chambrello Michael R.<br>C/O SCIENTIFIC GAMES CORPORATION<br>750 LEXINGTON AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022 | X             |           | CEO - Asia - Pacific Region |       |

## Signatures

/s/ Jack Sarno, attorney-in-fact for Michael R.  
Chambrello

03/01/2011

\_\_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 vesting of one-fifth of restricted stock units granted on February 26, 2008. The balance of the award is scheduled to vest in two equal installments on each of February 26, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
  - (2) Represents vesting of one-fifth of restricted stock units granted on February 27, 2007. The balance of the award is scheduled to vest on February 27, 2012. 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.