

FORD GERALD J
Form 4
January 04, 2012

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 *
FORD GERALD J

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)
200 CRESCENT COURT, SUITE 1350

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2012

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

DALLAS, TX 75201

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

(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	01/02/2012		M	723	A	\$ 0	313,597	D
Class A Common Stock	01/02/2012		M	658	A	\$ 0	314,255	D
Class A Common Stock	01/02/2012		M	1,258	A	\$ 0	315,513	D
Class A Common Stock	01/04/2012		M	1,494	A	\$ 0	317,007	D

Common
Stock

Class A

Common Stock 01/03/2012 M 2,350 A \$ 0 319,357 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 (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)	8. Pr Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/02/2012		M	723	(1)	(1)	Common Stock	723
Restricted Stock Units	(2)	01/02/2012		M	658	(2)	(2)	Common Stock	658
Restricted Stock Units	(3)	01/02/2012		M	1,258	(3)	(3)	Common Stock	1,258
Restricted Stock Units	(4)	01/04/2012		M	1,494	(4)	(4)	Common Stock	1,494
Restricted Stock Units	(5)	01/03/2012		M	2,350	(5)	(5)	Common Stock	2,350

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FORD GERALD J
200 CRESCENT COURT
SUITE 1350
DALLAS, TX 75201

X

Signatures

/s/ Jack Sarno, attorney-in-fact for Gerald
J. Ford

01/04/2012

__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 award of restricted stock units granted on January 2, 2007. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (2) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award is scheduled to vest on January 2, 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The balance of the award is scheduled to vest in two equal installments on each of January 2, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to vest in three equal installments on each of January 4, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fourth of award of restricted stock units granted on September 7, 2011. The balance of the award is scheduled to vest in three equal annual installments on each of January 3, 2013, 2014 and 2015. 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.

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