

COHEN PETER A
Form 4
March 08, 2005

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN PETER A

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)

C/O RAMIUS CAPITAL GROUP,
LLC, 666 THIRD AVENUE, 26TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2005

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

(Street)

NEW YORK,, NY 10017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/04/2005		S		25,000	D	\$ 24.47	952,516	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/04/2005		S		25,000	D	\$ 24.5	927,516	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/04/2005		S		25,000	D	\$ 24.55	902,516	I	By Ramius Securities, LLC ⁽¹⁾

Edgar Filing: COHEN PETER A - Form 4

Class A Common Stock	03/04/2005	S	900	D	\$ 24.65	901,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005	S	10,000	D	\$ 24.5	891,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005	S	25,000	D	\$ 24.54	866,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005	S	25,000	D	\$ 24.59	841,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005	S	25,000	D	\$ 24.69	816,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock	03/07/2005	S	25,000	D	\$ 24.7	791,616	I	By Ramius Securities, LLC ⁽¹⁾
Class A Common Stock						109,771	D	
Class A Common Stock						4,400	I	By wife
Class A Common Stock						2,000	I	By daughter

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
---	--	---	---	--------------------------------------	--	--	---	---	--

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN PETER A C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Peter A.
Cohen

03/08/2005

__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).

The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the
(1) parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.