

Kennedy James C  
 Form 4  
 August 18, 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 \*  
 Kennedy James C

2. Issuer Name and Ticker or Trading Symbol  
 SCIENTIFIC GAMES CORP  
 [SGMS]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Marketing Officer

(Last) (First) (Middle)  
 C/O SCIENTIFIC GAMES CORPORATION, 1500 BLUEGRASS LAKES PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/16/2011

ALPHARETTA, GA 30004  
 (City) (State) (Zip)

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

**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)	Code	V	Amount	(D)	Price

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)**

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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)	\$ 15.96	08/16/2011		D		7,400		<u>(1)</u>	12/07/2013	Common Stock	7,400
Restricted Stock Units	<u>(1)</u>	08/16/2011		A		714		<u>(1)</u>	<u>(1)</u>	Common Stock	714
Employee Stock Option (right to buy)	\$ 23.15	08/16/2011		D		6,000		<u>(2)</u>	12/08/2014	Common Stock	6,000
Restricted Stock Units	<u>(2)</u>	08/16/2011		A		385		<u>(2)</u>	<u>(2)</u>	Common Stock	385
Employee Stock Option (right to buy)	\$ 27.68	08/16/2011		D		6,000		<u>(3)</u>	12/14/2015	Common Stock	6,000
Restricted Stock Units	<u>(3)</u>	08/16/2011		A		401		<u>(3)</u>	<u>(3)</u>	Common Stock	401
Employee Stock Option (right to buy)	\$ 33.94	08/16/2011		D		10,619		<u>(4)</u>	02/26/2017	Common Stock	10,619
Restricted Stock Units	<u>(4)</u>	08/16/2011		A		816		<u>(4)</u>	<u>(4)</u>	Common Stock	816
Employee Stock Option (right to	\$ 21.27	08/16/2011		D		14,915		<u>(5)</u>	02/25/2018	Common Stock	14,915

buy)									
Restricted Stock Units	(5)	08/16/2011	A	2,970	(5)	(5)	Common Stock	2,970	
Employee Stock Option (right to buy)	\$ 12.21	08/16/2011	D	18,325	(6)	02/22/2019	Common Stock	18,325	
Restricted Stock Units	(6)	08/16/2011	A	7,796	(6)	(6)	Common Stock	7,796	
Employee Stock Option (right to buy)	\$ 15.65	08/16/2011	D	17,547	(7)	02/21/2020	Common Stock	17,547	
Restricted Stock Units	(7)	08/16/2011	A	6,496	(7)	(7)	Common Stock	6,496	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			Chief Marketing Officer	

## Signatures

/s/ Jack Sarno, attorney-in-fact for James C.  
Kennedy

08/18/2011

\_\_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) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 8, 2003 (such canceled option provided for vesting in five equal installments beginning on December 8, 2004). In exchange for the option, the reporting person received 714 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

(2) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 9, 2004 (such canceled option provided for vesting in five equal installments beginning on December 9, 2005). In exchange for the option, the reporting person received 385 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.

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- (3) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on December 15, 2005 (such canceled option provided for vesting in five equal installments beginning on December 15, 2006). In exchange for the option, the reporting person received 401 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (4) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 27, 2007 (such canceled option provided for vesting in five equal installments beginning on February 27, 2008). In exchange for the option, the reporting person received 816 restricted stock units, all of which are scheduled to vest on August 16, 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (5) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 26, 2008 (such canceled option provided for vesting in five equal installments beginning on February 26, 2009). In exchange for the option, the reporting person received 2,970 restricted stock units, 2,376 of which are scheduled to vest on August 16, 2012 and 594 of which are scheduled to vest on February 26, 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (6) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 23, 2009 (such canceled option provided for vesting in five equal installments beginning on February 23, 2010). In exchange for the option, the reporting person received 7,796 restricted stock units, 4,678 of which are scheduled to vest on August 16, 2012, 1,559 of which are scheduled to vest on February 23, 2013 and 1,559 of which are scheduled to vest on February 23, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (7) On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person on February 22, 2010 (such canceled option provided for vesting in four equal installments beginning on February 22, 2011). In exchange for the option, the reporting person received 6,496 restricted stock units, 3,248 of which are scheduled to vest on August 16, 2012, 1,624 of which are scheduled to vest on February 22, 2013 and 1,624 of which are scheduled to vest on February 22, 2014. 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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