

Regan Michael J
Form 4
January 04, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Regan Michael 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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/04/2011		M		1,493	A	\$ 0 9,233
Class A Common Stock	01/02/2011		M		1,258	A	\$ 0 10,491
Class A Common Stock	01/02/2011		M		658	A	\$ 0 11,149

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Class A
Common Stock 01/02/2011 M 722 A \$ 0 11,871 D

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)

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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/04/2011		M		1,493		(1)	(1)	Common Stock	1,493	\$
Restricted Stock Units	(2)	01/02/2011		M		1,258		(2)	(2)	Common Stock	1,258	\$
Restricted Stock Units	(3)	01/02/2011		M		658		(3)	(3)	Common Stock	658	\$
Restricted Stock Units	(4)	01/02/2011		M		722		(4)	(4)	Common Stock	722	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Regan Michael J
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Jack Sarno, attorney-in-fact for Michael J.
Regan

01/04/2011

__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).

Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to
(1) vest in four equal installments on each of January 4, 2012, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.

Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The balance of the award is scheduled to
(2) vest in three equal installments on each of January 2, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.

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

Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award is scheduled to
(4) vest on January 2, 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.

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