

SCIENTIFIC GAMES CORP
Form 4
January 24, 2007

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 *
SAFERIN STEVEN M

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)
01/22/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Propeties & Division Pres.

C/O SCIENTIFIC GAMES
INTERNATIONAL, INC., 1500
BLUEGRASS LAKES PARKWAY

(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

ALPHARETTA,, GA 30004

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	01/22/2007		M ⁽¹⁾		25,000 A \$ 6.73	25,000	D
Class A Common Stock	01/22/2007		M ⁽¹⁾		14,600 A \$ 15.96	39,600	D
Class A Common Stock	01/22/2007		M ⁽¹⁾		4,600 A \$ 23.15	44,200	D

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Class A Common Stock	01/22/2007		<u>M</u> ⁽¹⁾	10,000	A	\$ 22.53	54,200	D
Class A Common Stock	01/22/2007		<u>M</u> ⁽¹⁾	3,600	A	\$ 27.68	57,800	D
Class A Common Stock	01/22/2007		<u>S</u> ⁽¹⁾	57,800	D	\$ 30.18	0	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.73	01/22/2007		<u>M</u> ⁽¹⁾	25,000	<u>(2)</u>	01/16/2013	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 15.96	01/22/2007		<u>M</u> ⁽¹⁾	14,600	<u>(3)</u>	12/07/2013	Common Stock	14,600
Employee Stock Option (right to buy)	\$ 23.15	01/22/2007		<u>M</u> ⁽¹⁾	4,600	<u>(4)</u>	12/08/2014	Common Stock	4,600
Employee Stock Option	\$ 22.53	01/22/2007		<u>M</u> ⁽¹⁾	10,000	<u>(5)</u>	01/09/2015	Common Stock	10,000

(right to buy)

Employee Stock

Option	\$ 27.68	01/22/2007	M ⁽¹⁾	3,600	<u>(6)</u>	12/14/2015	Common Stock	3,600
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAFERIN STEVEN M C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA,, GA 30004			VP-Propeties & Division Pres.	

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Steven Saferin

01/24/2007

__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) The transactions reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 15, 2006.
- (2) The option became exercisable in four equal annual installments beginning on January 17, 2004.
- (3) The option became exercisable as to 14,600 shares on December 8, 2006 and becomes exercisable as to 14,600 shares on each of December 8, 2007 and 2008.
- (4) The option became exercisable as to 4,600 shares on December 9, 2006 and becomes exercisable as to 4,600 shares on each of December 9, 2007, 2008 and 2009.
- (5) The option became exercisable as to 10,000 shares on January 10, 2007 and becomes exercisable as to 10,000 shares on each of January 10, 2008, 2009 and 2010.
- (6) The option became exercisable as to 3,600 shares on December 15, 2006 and becomes exercisable as to 3,600 shares on each of December 15, 2007, 2008, 2009 and 2010.

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.