

SCIENTIFIC GAMES CORP
Form 4
March 16, 2005

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 *
HUNTLEY WILLIAM J

(Last) (First) (Middle)

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

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP-Systems & Div. Pres.

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/14/2005		M	5,750 A	\$ 2.95 34,940	D	
Class A Common Stock	03/14/2005		M	18,250 A	\$ 7.1 53,190	D	
Class A Common Stock	03/14/2005		M	5,750 A	\$ 6.16 58,940	D	

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Class A Common Stock	03/15/2005	S	14,480	D	\$ 22.6	44,460	D
Class A Common Stock	03/15/2005	S	100	D	\$ 22.61	44,360	D
Class A Common Stock	03/15/2005	S	100	D	\$ 22.62	44,260	D
Class A Common Stock	03/15/2005	S	3,000	D	\$ 22.63	41,260	D
Class A Common Stock	03/15/2005	S	5,600	D	\$ 22.65	35,660	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 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.95	03/14/2005		M		5,750	<u>(1)</u>	12/31/2010	Common Stock	5,750
Employee Stock Option (right to buy)	\$ 7.1	03/14/2005		M		18,250	<u>(2)</u>	12/13/2011	Common Stock	18,250
	\$ 6.16	03/14/2005		M		5,750	<u>(3)</u>	12/11/2012		5,750

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTLEY WILLIAM J C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			VP-Systems & Div. Pres.	

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for William J.
Huntley

03/16/2005

__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).
- (1) The option became exercisable in four equal annual installments beginning on January 1, 2002.
 - (2) The option became exercisable as to 18,250 shares on each of December 14, 2002, 2003 and 2004 and becomes exercisable as to 18,250 shares on December 14, 2005.
 - (3) The option became exercisable as to 5,750 shares on each of December 12, 2003 and 2004 and becomes exercisable as to 5,750 shares on each of December 12, 2005 and 2006.

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.