Edgar Filing: Potts Larry - Form 4

Potts Larry											
Form 4	2000										
October 09, 2	1 /					~~~				PPROVAL	
Washington, D.C. 20549								COMMISSION	OMB Number:	3235-0287	
Check the if no long	ter								Expires:	January 31, 2005	
subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWNERSHIP SECURITIES						Estimated average burden hours per response 0				
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 170	(a) of the		ility Hold	ing Con	ipany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Potts Larry			2. Issuer Name and Ticker or Trading Symbol SCIENTIFIC GAMES CORP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[SGMS]					(Chec	к ан аррисаок	;)	
(Last) C/O SCIEN	3. Date of Earliest Transaction (Month/Day/Year) 10/07/2009					Director 10% Owner Officer (give title Other (specify below) below) VP & Chief Compliance Officer					
CORPORA		σTH	10/07/20					vp & Cme	1 Compliance (Jincer	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORI	K, NY 10022							Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Deemed) Execution Date, if any (Month/Day/Year)		Code (D)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	10/07/2009			М	2,000	А	\$0	12,153	D		
Class A Common Stock	10/07/2009			F	720	D	\$ 15.6	11,433	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Code	5. Number onof 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 (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/07/2009	М	2,000	<u>(1)</u>	<u>(1)</u>	Common Stock	2,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Potts Larry C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022			VP & Chief Compliance Officer				
Signatures							

/s/ Jack Sarno, attorney-in-fact for Larry Potts 10/09/2009

Date

**Signature of Reporting Person

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) Represents vesting of one-fifth of restricted stock units granted on October 7, 2008. The balance of the award will vest in four equal installments on each of October 7, 2010, 2011, 2012 and 2013. 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. 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.