

HADDRILL RICHARD M

Form 4

December 27, 2004

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HADDRILL RICHARD M

(Last) (First) (Middle)

6601 S. BERMUDA ROAD

(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ALLIANCE GAMING CORP [AGI]

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

12/22/2004

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)

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
Alliance Gaming Corp. Common Stock, \$.10 par value per share ⁽¹⁾	12/22/2004		A		156,507	A	<u>2</u> 546,837
						D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (right to buy)	\$ 13.35	12/22/2004		A		300,000		<u>(3)</u>	10/01/2014	Common Stock, \$.10 par value per share	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HADDRILL RICHARD M 6601 S. BERMUDA ROAD LAS VEGAS, NV 89119	X Chief Executive Officer

Signatures

/s/ Richard
Haddrill 12/27/2004

 **Signature of Date
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) Each share of common stock is included in one restricted stock unit. The restricted stock units vest on October 1, 2010; provided that the vesting of 50% of the restricted stock units will be accelerated to each of October 1, 2005 and October 1, 2006 upon the attainment in each case of strategic and/or financial measures specified for the approximately nine month period ending October 1, 2005 and for the twelve month period ending October 1, 2006 to be mutually agreed to between the Company's Board of Directors and Mr. Haddrill.

(2) Granted as compensation for services.

(3) These options vest as follows: (i) 200,000 options vest in one-third equal installments on each of October 1, 2005, October 1, 2006 and October 1, 2007, if Mr. Haddrill is continuously employed by the Company as Chief Executive Officer until each such respective vesting date, and (ii) the remaining 100,000 options vest on October 1, 2007, if Mr. Haddrill is continuously employed by the Company as Chief Executive Officer through that date.

(4) Granted as compensation for services.

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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