

SCIENTIFIC GAMES CORP

Form 4

December 22, 2006

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 *
BICKELL CLIFF O

(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)
12/20/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP-Printed Products & Div Pres

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/20/2006		M		5,750	A	\$ 6.16	10,221	D	
Class A Common Stock	12/20/2006		M		15,600	A	\$ 15.96	25,821	D	
Class A Common Stock	12/20/2006		M		5,600	A	\$ 23.15	31,421	D	

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Class A Common Stock	12/20/2006	M	3,800	A	\$ 27.68	35,221	D
Class A Common Stock	12/20/2006	S	30,750	D	\$ 30.81	4,471	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.16	12/20/2006		M	5,570	<u>(1)</u>	12/11/2012	Common Stock	5,570
Employee Stock Option (right to buy)	\$ 15.96	12/20/2006		M	15,600	<u>(2)</u>	12/07/2013	Common Stock	15,600
Employee Stock Option (right to buy)	\$ 23.15	12/20/2006		M	5,600	<u>(3)</u>	12/08/2014	Common Stock	5,600
Employee Stock Option (right to buy)	\$ 27.68	12/20/2006		M	3,800	<u>(4)</u>	12/14/2015	Common Stock	3,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BICKELL CLIFF O C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA,, GA 30004			VP-Printed Products & Div Pres	

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Cliff
Bickell

12/22/2006

__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 December 12, 2003.
- (2) The option became exercisable as to 15,600 shares on each of December 8, 2004, 2005 and 2006 and becomes exercisable as to 15,600 shares on each of December 8, 2007 and 2008.
- (3) The option became exercisable as to 5,600 shares on each of December 9, 2005 and 2006 and becomes exercisable as to 5,600 shares on each of December 9, 2007, 2008 and 2009.
- (4) The option became exercisable as to 3,800 shares on December 15, 2006 and becomes exercisable as to 3,800 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.