

SCIENTIFIC GAMES CORP
Form 4
June 13, 2005

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 *
BECKER ROBERT C

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

(Street)

NEW YORK,, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2005

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)
Vice President & Treasurer

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			
Class A Common Stock	06/09/2005		M		10,000	A	\$ 3.5	33,918	D	
Class A Common Stock	06/09/2005		M		3,500	A	\$ 2.95	37,418	D	
Class A Common Stock	06/09/2005		M		9,000	A	\$ 7.1	46,418	D	

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Class A Common Stock	06/09/2005	M	7,000	A	\$ 6.16	53,418	D
Class A Common Stock	06/09/2005	F	6,045	D	\$ 25.2	47,373	D
Class A Common Stock	06/10/2005	S	3,900	D	\$ 24.8	43,473	D
Class A Common Stock	06/13/2005	S	8,600	D	\$ 24.95	34,873	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 3.5	06/09/2005		M	10,000	<u>(1)</u>	12/30/2009	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 2.95	06/09/2005		M	3,500	<u>(2)</u>	12/31/2010	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 7.1	06/09/2005		M	9,000	<u>(3)</u>	12/13/2011	Common Stock	9,000

Employee Stock Option (right to buy)	\$ 6.16	06/09/2005	M	7,000	<u>(4)</u>	12/11/2012	Common Stock	7,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER ROBERT C C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK,, NY 10022			Vice President & Treasurer	

Signatures

/s/ Robert
Becker

06/13/2005

**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 December 31, 2000.
- (2) The option became exercisable in four equal annual installments beginning on January 1, 2002.
- (3) The option became exercisable as to 3,000 shares on each of December 14, 2002, 2003 and 2004 and becomes exercisable as to 3,000 shares on December 14, 2005.
- (4) The option became exercisable as to 3,500 shares on each of December 12, 2003 and 2004 and becomes exercisable as to 3,500 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.