

SCIENTIFIC GAMES CORP
Form 4
March 03, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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 *
O BRIEN COLIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 1544

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RANCHO SANTE FE, CA 92067

(City) (State) (Zip)

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 or Price		
Class A Common Stock	02/28/2005		M		\$ 3.5625	60,594	D
Class A Common Stock	03/01/2005		S		\$ 25.22	60,394	D
Class A Common Stock	03/01/2005		S		\$ 25.24	60,294	D
Class A Common	03/01/2005		S		\$ 25.25	50,694	D

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Stock							
Class A Common Stock	03/01/2005	S	1,300	D	\$ 25.29	49,394	D
Class A Common Stock	03/01/2005	S	400	D	\$ 25.3	48,994	D
Class A Common Stock	03/01/2005	S	1,700	D	\$ 25.31	47,294	D
Class A Common Stock	03/01/2005	S	700	D	\$ 25.32	46,594	D
Class A Common Stock	03/01/2005	S	800	D	\$ 25.33	45,794	D
Class A Common Stock	03/01/2005	S	1,200	D	\$ 25.34	44,594	D
Class A Common Stock	03/01/2005	S	200	D	\$ 25.36	44,394	D
Class A Common Stock	03/01/2005	S	2,900	D	\$ 25.37	41,494	D
Class A Common Stock	03/01/2005	S	900	D	\$ 25.39	40,594	D
Class A Common Stock	03/01/2005	S	182	D	\$ 25.4	40,412	D
Class A Common Stock	03/01/2005	S	600	D	\$ 25.41	39,812	D
Class A Common Stock	03/01/2005	S	4,600	D	\$ 25.42	35,212	D
Class A Common Stock	03/01/2005	S	1,300	D	\$ 25.43	33,912	D
Class A Common Stock	03/01/2005	S	1,818	D	\$ 25.44	32,094	D

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Class A Common Stock	03/01/2005	S	200	D	\$ 25.45	31,894	D
Class A Common Stock	03/01/2005	S	1,300	D	\$ 25.46	30,594	D
Class A Common Stock	03/01/2005	S	520	D	\$ 25.53	30,074	D
Class A Common Stock	03/01/2005	S	300	D	\$ 25.54	29,774	D
Class A Common Stock	03/01/2005	S	1,180	D	\$ 25.55	28,594	D
Class A Common Stock	03/01/2005	S	6,000	D	\$ 25.8	22,594	D
Class A Common Stock	03/01/2005	S	500	D	\$ 25.81	22,094	D
Class A Common Stock	03/01/2005	S	1,100	D	\$ 25.82	20,994	D
Class A Common Stock	03/01/2005	S	1,800	D	\$ 25.83	19,194	D
Class A Common Stock	03/01/2005	S	2,000	D	\$ 25.85	17,194	D
Class A Common Stock	03/01/2005	S	1,600	D	\$ 25.89	15,594	D
Class A Common Stock	03/01/2005	S	5,000	D	\$ 25.9	10,594	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)

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.5625	02/28/2005		M	50,000	<u>(1)</u> 09/06/2010	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN COLIN P.O. BOX 1544 RANCHO SANTE FE, CA 92067			X	

Signatures

/s/ Colin O'Brien
 03/02/2005
 **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 September 7, 2001.
- 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.