

SCIENTIFIC GAMES CORP  
Form 4  
February 28, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
WEIL A LORNE

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)  
02/26/2008

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

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

(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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class A Common Stock            | 02/27/2008                           |  | M                              |   | 7,077   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 252,397   | 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)

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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) | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Restricted Stock Units                     | (1)  | 02/27/2008                           |  | M                              | 7,077   | (1) (1)  | Common Stock 7,077  |
| Employee Stock Option (right to buy)       | \$ 21.27   | 02/26/2008                           |  | A                              | 141,470   | (2) 02/25/2018   | Common Stock 141,470  |
| Restricted Stock Units                     | (3)  | 02/26/2008                           |  | A                              | 58,530  | (3) (3)  | Common Stock 58,530   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

WEIL A LORNE  
C/O SCIENTIFIC GAMES CORPORATION  
750 LEXINGTON AVENUE, 25TH FLOOR  
NEW YORK, NY 10022

X

Chairman and CEO

## Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil

02/28/2008

\_\_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).

- Represents vesting of one-fifth of restricted stock units granted on February 27, 2007 based upon satisfaction of certain performance criteria. The balance of the award will vest in four equal installments on each of February 27, 2009, 2010, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (1) The option becomes exercisable in five equal annual installments beginning on February 26, 2009.
- (3) The restricted stock units vest in five equal annual installments beginning on February 26, 2009, subject to satisfaction of certain performance criteria. 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.

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