

COHEN PETER A  
Form 4  
January 04, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
COHEN PETER A

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)  
01/02/2011

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

C/O COWEN GROUP, INC., 599  
LEXINGTON AVENUE, 20TH  
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	(A) or (D)	Price	
Class A Common Stock	01/04/2011		M		1,493	A	\$ 0 213,106	D
Class A Common Stock	01/02/2011		M		1,258	A	\$ 0 214,364	D
Class A Common Stock	01/02/2011		M		658	A	\$ 0 215,022	D

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Class A Common Stock	01/02/2011	M	722	A	\$ 0	215,744	D	
Class A Common Stock	01/03/2011	M	14,201	A	\$ 0	229,945	D	
Class A Common Stock						750,000	I	By Ramius Enterprise Master Fund Ltd <sup>(1)</sup> <u>(2)</u> <u>(3)</u>
Class A Common Stock						4,400	I	By wife
Class A Common Stock						1,500	I	By daughter
Class A Common Stock						8,000	I	By trust for daughter <sup>(4)</sup>
Class A Common Stock						7,000	I	By trust for son <sup>(4)</sup>

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(5)</u>	01/04/2011		M	1,493	<u>(5)</u>	<u>(5)</u>	Common Stock	1,493



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The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (5) Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to vest in four equal installments on each of January 4, 2012, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The balance of the award is scheduled to vest in three equal installments on each of January 2, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (7) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award is scheduled to vest in two equal installments on each of January 2, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (8) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award is scheduled to vest on January 2, 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (9) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The award has fully vested. 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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