

SCIENTIFIC GAMES CORP
 Form 4
 January 04, 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 *
 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)
 01/02/2008

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

C/O RAMIUS CAPITAL GROUP, LLC, 666 THIRD AVE, 26TH 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 10017

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/02/2008		M	722	A	\$ 0	124,693	D
Class A Common Stock	01/03/2008		M	14,201	A	\$ 0	138,894	D
Class A Common Stock							4,400	I
								By wife

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Class A Common Stock	1,500	I	By daughter
Class A Common Stock	8,000	I	By trust for daughter ⁽¹⁾
Class A Common Stock	7,000	I	By trust for son ⁽¹⁾
Class A Common Stock	750,000	I	By Ramius Securities, LLC ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		
					V	(A)	(D)	Date Exercisable		Expiration Date	Title
Restricted Stock Units	<u>(3)</u>	01/02/2008		A		3,291		<u>(3)</u>	<u>(3)</u>	Common Stock	3,291
Restricted Stock Units	<u>(4)</u>	01/02/2008		M		722		<u>(4)</u>	<u>(4)</u>	Common Stock	722
Restricted Stock Units	<u>(5)</u>	01/03/2008		M		14,201		<u>(5)</u>	<u>(5)</u>	Common Stock	14,201

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

COHEN PETER A
C/O RAMIUS CAPITAL GROUP, LLC
666 THIRD AVE, 26TH FLOOR
NEW YORK, NY 10017

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.
Cohen

01/04/2008

__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).
- (1) 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.

The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Represents award of restricted stock units granted on January 2, 2008. The award vests in five equal annual installments beginning on January 2, 2009. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in four equal installments on each of January 2, 2009, 2010, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in three equal installments on each of January 3, 2009, 2010 and 2011. 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. 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.