SCIENTIFIC GAMES CORP

Form 4 June 12, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

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

SCIENTIFIC GAMES CORP

3. Date of Earliest Transaction

(Month/Day/Year)

06/10/2008

See Instruction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

WRIGHT JOSEPH R JR

[SGMS]

(First) (Middle)

CORPORATION, 750 LEXINGTON AVENUE, 25TH **FLOOR**

C/O SCIENTIFIC GAMES

NEW YORK, NY 10022

(Street)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) Vice Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D)

(Instr. 3, 4 and 5)

(A)

or

Price

Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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D Se	Title of erivative ecurity nstr. 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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
S O (r	mployee tock option ight to uy) (1)	\$ 25.69	06/10/2008		A	500,000	<u>(2)</u>	04/14/2018	Common Stock	500,00
S	estricted tock nits (1)	(3)	06/10/2008		A	220,000	<u>(3)</u>	(3)	Common Stock	220,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of their runte, reduced	Director	10% Owner	Officer	Other		
WRIGHT JOSEPH R JR C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	X		Vice Chairman			

Signatures

(1)

/s/ Jack Sarno, attorney-in-fact for Joseph R. Wright, Jr. 06/12/2008

**Signature of Reporting Person Date

Explanation of Responses:

awards by 3,000,000 shares.

- * 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).

The awards reported herein were granted on April 15, 2008 subject to (i) execution of an employment agreement between the issuer and the reporting person and (ii) approval by the issuer's stockholders of an amendment to the issuer's 2003 Incentive Compensation Plan or a new equity compensation plan that provides for a sufficient increase in the number of shares of common stock available for such awards. An employment agreement between the issuer and reporting person was executed on May 14, 2008 (effective as of May 1, 2008). On June 10, 2008, the issuer's stockholders approved an amendment and restatement of the 2003 Incentive Compensation Plan that, among other things, increases the number of shares of common stock available for

(2) The option becomes exercisable in four equal annual installments beginning on April 15, 2009.

The restricted stock units vest in four equal annual installments beginning on April 15, 2009. Each unit converts into a share of common stock on a one-for-one basis. The shares subject to vested units will be issued and delivered to the reporting person on the earliest date on which such shares may be so delivered without becoming subject to taxes, interest or penalties as a result of Section 409A of the Internal Revenue Code, and without affecting any compensation deduction applicable thereto as a result of Section 162(m) of the Code (but in no event will such shares be delivered later than six months plus one day after the date of termination of the reporting person's employment or sooner than five days after such termination date).

Reporting Owners 2

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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.