Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4/A

INTERNATIONAL GAME TECHNOLOGY

Form 4/A May 16, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31,

Estimated average

2005

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

See Instruction

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHEWS THOMAS J

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

INTERNATIONAL GAME

TECHNOLOGY [IGT]

(Check all applicable)

(Last) (First)

9295 PROTOTYPE DRIVE

3. Date of Earliest Transaction

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

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 05/09/2008

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 05/13/2008

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

Person

RENO, NV 89521

(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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou: Number Shares
Stock Option [right to buy] (1)	\$ 44.18	05/09/2008		A		276,100		11/12/2008(2)	05/09/2018	Common Stock	276,

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

MATTHEWS THOMAS J 9295 PROTOTYPE DRIVE

X C

Chief Executive Officer

Signatures

RENO, NV 89521

Virginia Williams, Attorney-In-Fact for Thomas J.

Matthews

05/16/2008

**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).
- Employee Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan. This amended report is being filed to correctly report the exercise price of the stock option granted to Mr. Matthews, as the exercise price was greater than the closing market price of IGT's common stock on the date of grant of the award (the price previously reported).
- (2) The option becomes exercisable in equal installments at a rate of 25% of the shares on each of November 12, 2008, November 12, 2009, November 12, 2010 and November 12, 2011.

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.

Reporting Owners 2