

Tom Eric P
Form 4
December 04, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tom Eric P

2. Issuer Name **and** Ticker or Trading
Symbol
INTERNATIONAL GAME
TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2012

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP Global Sales

C/O INTERNATIONAL GAME
TECHNOLOGY, 6355 S.
BUFFALO DRIVE

(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

LAS VEGAS, NV 89113

(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) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | | (A) or (D) | | | |
| Common Stock | 12/02/2012 | | M | 3,311 (1) | \$ 13.87 | 24,603 | D |
| Common Stock | 12/03/2012 | | F | 1,215 | \$ 13.87 | 23,388 | D |
| Common Stock | 12/02/2012 | | M | 5,951 (1) | \$ 13.87 | 29,339 | D |
| Common Stock | 12/03/2012 | | F | 2,183 | \$ 13.87 | 27,156 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 12/02/2012 | | M | 3,311 (1) | 12/02/2010(2) 12/02/2019 | Common Stock | 3,311 |
| Restricted Stock Units | \$ 0 | 12/02/2012 | | M | 5,951 (1) | 12/02/2010(2) 12/02/2019 | Common Stock | 5,951 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Tom Eric P C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113 | Director 10% Owner Officer Other EVP Global Sales |

Signatures

J. Kenneth Creighton, Attorney-In-Fact to Eric P. Tom 12/04/2012

__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) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit grant.

(2)

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The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 2, 2010, the second installment vested on December 2, 2011, and the third installment vested on December 2, 2012.

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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