

COHEN PETER A
Form 4
March 05, 2009

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)
03/03/2009

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

C/O RAMIUS LLC, 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)
Class A Common Stock	03/03/2009		P	200 A	\$ 10.2 950,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009		P	300 A	\$ 10.22 950,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>

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Class A Common Stock	03/03/2009	P	1,800	A	\$ 10.23	952,300	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.24	952,600	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,900	A	\$ 10.25	954,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,200	A	\$ 10.26	955,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,800	A	\$ 10.27	958,500	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,279	A	\$ 10.28	960,779	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,591	A	\$ 10.29	965,370	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,330	A	\$ 10.3	969,700	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	4,500	A	\$ 10.31	974,200	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
	03/03/2009	P	2,200	A		976,400	I	

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Class A Common Stock					\$ 10.32				By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.33	978,900	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.34	980,200	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,500	A	\$ 10.35	983,700	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,000	A	\$ 10.36	986,700	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	2,500	A	\$ 10.37	989,200	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	3,800	A	\$ 10.38	993,000	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,500	A	\$ 10.39	994,500	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,400	A	\$ 10.4	995,900	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
	03/03/2009	P	800	A		996,700	I		

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Class A Common Stock					\$ 10.41				By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,300	A	\$ 10.42	998,000	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	1,100	A	\$ 10.43	999,100	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	300	A	\$ 10.44	999,400	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock	03/03/2009	P	600	A	\$ 10.47	1,000,000	I		By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u>
Class A Common Stock						194,774	D		
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 ⁽³⁾
Class A Common Stock						7,000	I		By trust for son ⁽³⁾

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

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(9-02)

Remarks:

Due to the SEC's limit of 30 lines per table, this Form 4 is one of two filed on behalf of the reporting person to report transactions.

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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