

CONKRIGHT SALLY L
Form 4
March 09, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CONKRIGHT SALLY L

2. Issuer Name and Ticker or Trading Symbol
SCIENTIFIC GAMES CORP
[SGMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President, Administration

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2009

(Street)

NEW YORK, NY 10022

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

(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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	03/05/2009		M	5,000 A \$ 0	18,024	D	
Class A Common Stock	03/05/2009		F	1,691 D \$ 10.83	16,333	D	
Class A Common Stock	03/05/2009		M	7,986 A \$ 0	24,319	D	

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Class A Common Stock	03/05/2009	F	2,700	D	\$ 10.83	21,619	D
Class A Common Stock	03/05/2009	M	6,754	A	\$ 0	28,373	D
Class A Common Stock	03/05/2009	F	2,284	D	\$ 10.83	26,089	D
Class A Common Stock	03/05/2009	M	6,000	A	\$ 0	32,089	D
Class A Common Stock	03/05/2009	F	2,028	D	\$ 10.83	30,061	D
Class A Common Stock	03/05/2009	M	1,376	A	\$ 0	31,437	D
Class A Common Stock	03/05/2009	F	466	D	\$ 10.83	30,971	D

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

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SEC 1474
(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/05/2009		M	5,000	<u>(1)</u>	<u>(1)</u>	Common Stock	5,000

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Restricted Stock Units	<u>(2)</u>	03/05/2009	M	7,986	<u>(2)</u>	<u>(2)</u>	Common Stock	7,896	\$
Restricted Stock Units	<u>(3)</u>	03/05/2009	M	6,754	<u>(3)</u>	<u>(3)</u>	Common Stock	6,754	\$
Restricted Stock Units	<u>(4)</u>	03/05/2009	M	6,000	<u>(4)</u>	<u>(4)</u>	Common Stock	6,000	\$
Restricted Stock Units	<u>(5)</u>	03/05/2009	M	1,376	<u>(5)</u>	<u>(5)</u>	Common Stock	1,376	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONKRIGHT SALLY L C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022			Vice President, Administration	

Signatures

/s/ Jack Sarno, attorney-in-fact for Sally
Conkright 03/09/2009

 Date

**Signature of Reporting Person

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) Represents accelerated vesting of unvested restricted stock units granted on October 7, 2008 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (2) Represents accelerated vesting of unvested restricted stock units granted on February 26, 2008 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (3) Represents accelerated vesting of unvested restricted stock units granted on February 27, 2007 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (4) Represents accelerated vesting of unvested restricted stock units granted on May 3, 2006 pursuant to the terms of a separation agreement with the reporting person. Each unit converted into a share of common stock on a one-for-one basis.
- (5) Represents accelerated vesting of unvested restricted stock units granted on December 15, 2005 pursuant to the terms of a separation agreement with the reporting person. Each unit converted 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.