

COHEN PETER A
Form 4
January 06, 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 *
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)
01/02/2009

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)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	01/02/2009		M		658	A	\$ 0 179,852	D
Class A Common Stock	01/02/2009		M		722	A	\$ 0 180,574	D
Class A Common Stock	01/03/2009		M		14,200	A	\$ 0 194,774	D

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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 ⁽¹⁾
Class A Common Stock	7,000	I	By trust for son ⁽¹⁾
Class A Common Stock	950,000	I	By Ramius Enterprise Master Fund Ltd ⁽²⁾ ⁽³⁾
Class A Common Stock	150,000	I	By RCG PB, Ltd. ⁽²⁾

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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Restricted Stock Units	⁽⁴⁾	01/02/2009		A	6,289		⁽⁴⁾	⁽⁴⁾	Common Stock	6,289
Restricted Stock Units	⁽⁵⁾	01/02/2009		M	658		⁽⁵⁾	⁽⁵⁾	Common Stock	658
Restricted	⁽⁶⁾	01/02/2009		M	722		⁽⁶⁾	⁽⁶⁾	Common	722

Stock Units								Stock	
Restricted Stock Units	(7)	01/03/2009	M	14,200	(7)	(7)	Common Stock	14,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN PETER A C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.
Cohen

01/06/2009

**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) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius LLC, and may be deemed to beneficially own the reported securities held by: (i) Ramius Enterprise Master Fund Ltd. (formerly known as RCG Enterprise, Ltd.), of which Ramius Advisors, LLC, a subsidiary of Ramius LLC, acts as the investment advisor; and (ii) RCG PB, Ltd., of which Ramius Advisors, LLC, a subsidiary of Ramius LLC, acts as the investment advisor. The reporting person disclaims beneficial ownership of the securities owned by affiliates of Ramius LLC except to the extent of his pecuniary interest therein.
- (3) On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Ramius Enterprise Master Fund Ltd (formerly known as RCG Enterprise, Ltd.) (the "Frozen Shares") were frozen in Ramius Enterprise Master Fund's prime brokerage account as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Ramius Enterprise Master Fund. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Ramius Enterprise Master Fund claims beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.
- (4) Represents award of restricted stock units granted on January 2, 2009. The award vests in five equal annual installments beginning on January 2, 2010. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award vests in four equal installments on each of January 2, 2010, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in three equal installments on each of January 2, 2010, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (7) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in two equal installments on each of January 3, 2010 and 2011. Each unit converts 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.

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