Raphaelson Ira H
Form 4
November 03, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Raphaelson Ira H

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP, International Affairs

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/01/2011		M		4,652	A	$ 0	97,240	D	
Class A Common Stock	11/01/2011		F		1,773	D	$ 8.72 (1)	95,467	D	
Class A Common Stock	11/01/2011		M		5,271	A	$ 0	100,738	D	

Class A Common Stock	11/01/2011	F	2,008	D	$ 8.72 (1)	98,730	D
Class A Common Stock	11/01/2011	M	10,000	A	$ 0	108,730	D
Class A Common Stock	11/01/2011	F	3,808	D	$ 8.72 (1)	104,922	D
Class A Common Stock	11/01/2011	M	11,568	A	$ 0	116,490	D
Class A Common Stock	11/01/2011	F	4,406	D	$ 8.72 (1)	112,084	D
Class A Common Stock	11/01/2011	M	14,103	A	$ 0	126,187	D
Class A Common Stock	11/01/2011	F	5,371	D	$ 8.72 (1)	120,816	D
Class A Common Stock	11/01/2011	M	12,750	A	$ 0	133,566	D
Class A Common Stock	11/01/2011	F	6,113	D	$ 8.72 (1)	127,453	D
Class A Common Stock	11/01/2011	M	6,342	A	$ 0	133,795	D
Class A Common Stock	11/01/2011	F	3,050	D	$ 8.72 (1)	130,745	D
Class A Common Stock	11/01/2011	M	17,480	A	$ 0	148,225	D
Class A Common Stock	11/01/2011	F	8,405	D	$ 8.72 (1)	139,820	D
Class A Common Stock	11/01/2011	M	13,658	A	$ 0	153,478	D
Class A Common	11/01/2011	F	6,567	D	$ 8.72	146,911	D

Stock (1)

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

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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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	11/01/2011		M			4,652	(2)	(2)	Class A Common Stock	4,652	
Restricted Stock Units	(3)	11/01/2011		M			5,271	(3)	(3)	Class A Common Stock	5,271	
Restricted Stock Units	(4)	11/01/2011		M			10,000	(4)	(4)	Class A Common Stock	10,000	
Restricted Stock Units	(5)	11/01/2011		M			11,568	(5)	(5)	Class A Common Stock	11,568	
Restricted Stock Units	(6)	11/01/2011		M			14,103	(6)	(6)	Class A Common Stock	14,103	
Restricted Stock Units	(7)	11/01/2011		M			12,750	(7)	(7)	Class A Common Stock	12,750	
Restricted Stock Units	(7)	11/01/2011		M			6,342	(7)	(7)	Class A Common Stock	6,342	
Restricted Stock Units	(7)	11/01/2011		M			17,480	(7)	(7)	Class A Common Stock	17,480	

Restricted Stock Units	(7)	11/01/2011		M	13,658	(7)	(7)	Class A Common Stock	13,658

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raphaelson Ira H C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 19TH FLOOR NEW YORK, NY 10022			Sr. VP, International Affairs	

Signatures

/s/ Jack Sarno, attorney-in-fact for Ira H. Raphaelson	11/03/2011
**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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.

(2) 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.

(3) 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.

(4) 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.

(5) Represents accelerated vesting of unvested restricted stock units granted on February 23, 2009 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.

(6) Represents accelerated vesting of unvested restricted stock units granted on February 22, 2010 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.

(7) Represents accelerated vesting of unvested restricted stock units pursuant to the terms of a separation agreement with the reporting person. The restricted stock units were granted on August 16, 2011 pursuant to the issuer's option exchange program. 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.
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