

Kennedy James C
Form 4
August 20, 2012

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 *
Kennedy James C

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)
08/16/2012

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

C/O SCIENTIFIC GAMES CORPORATION, 1500 BLUEGRASS LAKES PARKWAY

(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

ALPHARETTA, GA 30004

(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) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 08/16/2012 | | M | A | \$ 0 | 32,744 | D |
| Class A Common Stock | 08/16/2012 | | F | D | \$ 6.54 <u>(1)</u> | 32,512 | D |
| Class A Common Stock | 08/16/2012 | | M | A | \$ 0 | 32,897 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------------|--------|---|
| Class A Common Stock | 08/16/2012 | F | 126 | D | \$ 6.54 (1) | 32,771 | D |
| Class A Common Stock | 08/16/2012 | M | 401 | A | \$ 0 | 33,172 | D |
| Class A Common Stock | 08/16/2012 | F | 131 | D | \$ 6.54 (1) | 33,041 | D |
| Class A Common Stock | 08/16/2012 | M | 816 | A | \$ 0 | 33,857 | D |
| Class A Common Stock | 08/16/2012 | F | 265 | D | \$ 6.54 (1) | 33,592 | D |
| Class A Common Stock | 08/16/2012 | M | 2,376 | A | \$ 0 | 35,968 | D |
| Class A Common Stock | 08/16/2012 | F | 772 | D | \$ 6.54 (1) | 35,196 | D |
| Class A Common Stock | 08/16/2012 | M | 4,678 | A | \$ 0 | 39,874 | D |
| Class A Common Stock | 08/16/2012 | F | 1,519 | D | \$ 6.54 (1) | 38,355 | D |
| Class A Common Stock | 08/16/2012 | M | 3,248 | A | \$ 0 | 41,603 | D |
| Class A Common Stock | 08/16/2012 | F | 1,054 | D | \$ 6.54 (1) | 40,549 | 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr. 8) |
|------------------------|------------------------------|------------------|------------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 08/16/2012 | M | | 714 | | (2) | (2) | Common Stock | 714 |
| Restricted Stock Units | (3) | 08/16/2012 | M | | 385 | | (3) | (3) | Common Stock | 385 |
| Restricted Stock Units | (4) | 08/16/2012 | M | | 401 | | (4) | (4) | Common Stock | 401 |
| Restricted Stock Units | (5) | 08/16/2012 | M | | 816 | | (5) | (5) | Common Stock | 816 |
| Restricted Stock Units | (6) | 08/16/2012 | M | | 2,376 | | (6) | (6) | Common Stock | 2,376 |
| Restricted Stock Units | (7) | 08/16/2012 | M | | 4,678 | | (7) | (7) | Common Stock | 4,678 |
| Restricted Stock Units | (8) | 08/16/2012 | M | | 3,248 | | (8) | (8) | Common Stock | 3,248 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kennedy James C
C/O SCIENTIFIC GAMES CORPORATION
1500 BLUEGRASS LAKES PARKWAY
ALPHARETTA, GA 30004

Chief Marketing Officer

Signatures

/s/ Jack Sarno, attorney-in-fact for James C. Kennedy

08/20/2012

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest on February 26, 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (7) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 23, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (8) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2013 and 2014. 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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