

INTERNATIONAL GAME TECHNOLOGY

Form 4

November 09, 2006

**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 \*  
**PENNINGTON RICHARD**

2. Issuer Name and Ticker or Trading Symbol  
**INTERNATIONAL GAME TECHNOLOGY [IGT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

**C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE DRIVE**

(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

**RENO, NV 89521**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	11/08/2006		M	104,640 A \$ 19.46	185,739	I	By Trust (1)
Common Stock	11/08/2006		S	6,900 D \$ 42.65	178,839	I	By Trust (1)
Common Stock	11/08/2006		S	1,600 D \$ 42.66	177,239	I	By Trust (1)
Common Stock	11/08/2006		S	900 D \$ 42.67	176,339	I	By Trust (1)
	11/08/2006		S	600 D	175,739	I	

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4

Common Stock					\$ 42.69			By Trust <u>(1)</u>
Common Stock	11/08/2006	S	18,600	D	\$ 42.7	157,139	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	5,700	D	\$ 42.71	151,439	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,440	D	\$ 42.72	147,999	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	800	D	\$ 42.73	147,199	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,900	D	\$ 42.74	143,299	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,200	D	\$ 42.75	142,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	900	D	\$ 42.76	141,199	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,100	D	\$ 42.77	138,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	4,000	D	\$ 42.8	134,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	5,400	D	\$ 42.81	128,699	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	4,200	D	\$ 42.82	124,499	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,600	D	\$ 42.85	120,899	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,000	D	\$ 42.86	119,899	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,800	D	\$ 42.87	118,099	I	By Trust <u>(1)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
--------------------------------------------	------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	----------------------------------------------------	----------------------------------------------------------	-------------------------------------------------------------

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4

	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option <sup>(2)</sup>	\$ 19.46	11/08/2006			M			104,640	03/03/2004 <sup>(3)</sup>	03/03/2013	Common Stock	104

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENNINGTON RICHARD C/O INTERNATIONAL GAME TECHNOLOGY 9295 PROTOTYPE DRIVE RENO, NV 89521			Executive Vice President	

## Signatures

Richard Pennington                      11/09/2006

                                                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) Pennington Family Trust dated March 01, 2001
- (2) Employee Stock Option (right to buy) granted pursuant to the International Game Technology Stock Option Plan.
- (3) The option becomes exercisable in equal annual installments over a five year period, at the rate of 20% per year, commencing on the first anniversary of the date of grant

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.