

SCIENTIFIC GAMES CORP

Form 4

March 22, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTLEY WILLIAM J

(Last) (First) (Middle)

**C/O SCIENTIFIC GAMES
INTERNATIONAL, INC., 1500
BLUEGRASS LAKES PARKWAY**

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

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 ____ Other (specify
below) below)
VP and Division President

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	03/20/2006		M		18,250	A	\$ 7.1	53,910	D	
Class A Common Stock	03/20/2006		M		5,750	A	\$ 6.16	59,660	D	
Class A Common Stock	03/20/2006		S		14,030	D	\$ 33.78	45,630	D	

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Class A Common Stock	03/20/2006	S	3,500	D	\$ 33.7	42,130	D
Class A Common Stock	03/20/2006	S	1,500	D	\$ 33.75	40,630	D
Class A Common Stock	03/20/2006	S	10,000	D	\$ 33.79	30,630	D
Class A Common Stock	03/20/2006	S	9,500	D	\$ 33.81	21,130	D
Class A Common Stock	03/20/2006	S	9,660	D	\$ 33.83	11,470	D
Class A Common Stock	03/20/2006	S	1,500	D	\$ 33.84	9,970	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.1	03/20/2006		M		18,250		<u>(1)</u>	12/13/2011	Common Stock	18,250
Employee Stock Option	\$ 6.16	03/20/2006		M		5,750		<u>(2)</u>	12/11/2012	Common Stock	5,750

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTLEY WILLIAM J C/O SCIENTIFIC GAMES INTERNATIONAL, INC. 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			VP and Division President	

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for William J.
Huntley

03/22/2006

__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 option became exercisable in four equal annual installments beginning on December 14, 2002.
- (2) The option became exercisable as to 5,750 shares on each of December 12, 2003, 2004 and 2005 and becomes exercisable as to 5,750 shares on December 12, 2006.

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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