

INTERNATIONAL GAME TECHNOLOGY

Form 4

December 04, 2013

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 *
Tom Eric P

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)
12/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Global Sales

C/O INTERNATIONAL GAME TECHNOLOGY, 6355 S. BUFFALO 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

LAS VEGAS, NV 89113

(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 or Price | | | | | |
| Common Stock | 12/02/2013 | | M | | 3,312 <u>(1)</u> | A | \$ 17.49 | 82,503 | D | |
| Common Stock | 12/02/2013 | | F | | 1,729 | D | \$ 17.49 | 80,774 | D | |
| Common Stock | 12/02/2013 | | M | | 5,951 <u>(1)</u> | A | \$ 17.49 | 86,725 | D | |
| Common Stock | 12/02/2013 | | F | | 3,106 | D | \$ 17.49 | 83,619 | D | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 12/02/2013 | | M | 3,312 ₍₁₎ | 12/02/2010 ⁽²⁾ 12/02/2019 | Common Stock | 3,312 |
| Restricted Stock Units | \$ 0 | 12/02/2013 | | M | 5,951 ₍₁₎ | 12/02/2010 ⁽²⁾ 12/02/2019 | Common Stock | 5,951 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tom Eric P
C/O INTERNATIONAL GAME TECHNOLOGY
6355 S. BUFFALO DRIVE
LAS VEGAS, NV 89113

EVP Global Sales

Signatures

J. Kenneth Creighton, Attorney-In-Fact for Eric P. Tom

12/04/2013

 **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) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit award.

(2)

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The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 2, 2010, the second installment vested on December 2, 2011, the third installment vested on December 2, 2012, and the fourth installment vested on December 2, 2013.

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.