

INTERNATIONAL GAME TECHNOLOGY

Form 4

December 17, 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 *
BERG ERIC A

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)
12/13/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Operations Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/13/2013		M		6,507 <u>(1)</u>	A	\$ 17.26
Common Stock	12/13/2013		F		1,780	D	\$ 17.26
Common Stock	12/16/2013		S ⁽²⁾		1,182	D	\$ 17.57
Common Stock	12/16/2013		M		13,236 <u>(1)</u>	A	\$ 17.42
	12/16/2013		F		3,621	D	\$ 13,160

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Common Stock					\$	17.42		
Common Stock	12/16/2013		M	4,380 (1)	A	\$ 17.42	17,540	D
Common Stock	12/16/2013		F	1,198	D	\$ 17.42	16,342	D
Common Stock							15,930	I
								By Trust (3)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	12/13/2013		M	6,507	12/13/2013 ⁽⁴⁾	12/13/2022	Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	12/13/2013		M	24,480	12/13/2014 ⁽⁶⁾	12/13/2023	Common Stock
Restricted Stock Units	\$ 0	12/16/2013		M	13,236	12/16/2012 ⁽⁷⁾	12/16/2021	Common Stock
Restricted Stock Units	\$ 0	12/16/2013		M	4,380	12/16/2012 ⁽⁸⁾	12/16/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Operations Officer

BERG ERIC A
C/O INTERNATIONAL GAME TECHNOLOGY
6355 S. BUFFALO DRIVE
LAS VEGAS, NV 89113

Signatures

Peter A. Christou, Attorney-in-Fact for Eric A.
Berg

12/17/2013

__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 upon vesting and disposition of IGT restricted stock unit award.
 - (2) Transaction occurred pursuant to a Rule 10b5-1 trading plan established by the Reporting Person on September 19, 2013.
 - (3) Shares held by the Eric A. Berg Revocable Trust dated 4/12/2013.
 - (4) 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 13, 2013.
 - (5) Each restricted stock unit represents a contingent right to receive one share of IGT common stock.
 - (6) The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant.
 - (7) 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 16, 2012 and the second installment vested on December 16, 2013.

The vesting of the restricted stock units is contingent on the achievement of certain performance objectives by IGT over a period of three years. The performance objectives applicable to the first installment of the restricted stock units were achieved, and the first installment vested on December 16, 2012. The performance objectives applicable to the second installment of the restricted stock units were achieved, and the second installment vested on December 16, 2013.
 - (8)

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.