

Chambrello Michael R.  
Form 4  
February 28, 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 \*  
Chambrello Michael R.

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)  
02/26/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO - Asia Pacific Region

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

(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

NEW YORK, NY 10022

(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  | (D)  | Price   |
| Class A Common Stock            | 02/26/2012                           |  | M                              |   | 5,166   | A  | \$ 0  |
| Class A Common Stock            | 02/26/2012                           |  | F                              |   | 1,729   | D  | \$ 12.19<br><u>(1)</u>                                |
| Class A Common Stock            | 02/27/2012                           |  | M                              |   | 3,123   | A  | \$ 0  |

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|                            |            |   |       |   |                    |         |   |                                    |
|----------------------------|------------|---|-------|---|--------------------|---------|---|------------------------------------|
| Class A<br>Common<br>Stock | 02/27/2012 | F | 1,045 | D | \$<br>12.19<br>(1) | 168,842 | D |                                    |
| Class A<br>Common<br>Stock |            |   |       |   |                    | 500     | I | As<br>custodian<br>for<br>daughter |
| Class A<br>Common<br>Stock |            |   |       |   |                    | 500     | I | As<br>custodian<br>for<br>daughter |
| Class A<br>Common<br>Stock |            |   |       |   |                    | 500     | I | By son                             |
| Class A<br>Common<br>Stock |            |   |       |   |                    | 500     | I | By son                             |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |
|---|---|---|---|---|---|--|---|----------------------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)   | 02/26/2012                              |   | M                                       | 5,166   | (2)  | (2)   | Common<br>Stock                  | 5,166                                  |
| Restricted<br>Stock<br>Units                        | (3)   | 02/27/2012                              |   | M                                       | 3,123   | (3)  | (3)   | Common<br>Stock                  | 3,123                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Chambrello Michael R.<br>C/O SCIENTIFIC GAMES CORPORATION<br>750 LEXINGTON AVENUE, 25TH FLOOR<br>NEW YORK, NY 10022 | X             |           | CEO - Asia Pacific Region |       |

## Signatures

/s/ Jack Sarno, attorney-in-fact for Michael R.  
Chambrello

02/28/2012

\_\_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 one-fifth of restricted stock units granted on February 26, 2008. 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.
- (3) Represents vesting of one-fifth of restricted stock units granted on February 27, 2007. The award has fully vested. 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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