

PERELMAN RONALD O
Form 4
January 06, 2009

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 *
PERELMAN RONALD O

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)
01/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

35 EAST 62ND STREET

(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 10065

(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	(A) or (D)	Price	
Class A Common Stock	01/02/2009		M		658	A	\$ 0 6,013	D
Class A Common Stock	01/02/2009		M		722	A	\$ 0 6,735	D
Class A Common Stock	01/03/2009		M		800	A	\$ 0 7,535	D
Class A Common							25,985,737	I
								By SGMS Acquisition

Stock

Corporation
and
MacAndrews
& Forbes
Holdings Inc.
(1)

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/02/2009		A	6,289	(2)	(2)	Common Stock	6,289
Restricted Stock Units	(3)	01/02/2009		M	658	(3)	(3)	Common Stock	658
Restricted Stock Units	(4)	01/02/2009		M	722	(4)	(4)	Common Stock	722
Restricted Stock Units	(5)	01/03/2009		M	800	(5)	(5)	Common Stock	800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERELMAN RONALD O 35 EAST 62ND STREET	X	X		

NEW YORK, NY 10065

Signatures

/s/ Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney filed with the
SEC

01/06/2009

__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) Mr. Perelman is the sole stockholder of MacAndrews & Forbes Holdings Inc., which is the sole stockholder of SGMS Acquisition Corporation.
- (2) Represents award of restricted stock units granted on January 2, 2009. The award vests in five equal annual installments beginning on January 2, 2010. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award vests in four equal installments on each of January 2, 2010, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in three equal installments on each of January 2, 2010, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in two equal installments on each of January 3, 2010 and 2011. 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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