

INTERNATIONAL GAME TECHNOLOGY

Form 4

November 14, 2006

**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 \*  
JOHNSON DAVID DUANE

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)  
11/10/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE 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

RENO, NV 89521

(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)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	11/10/2006		A	4,682	\$ 0	27,148	D
Common Stock	11/10/2006		M	3,000	\$ 33.06	30,148	D
Common Stock	11/10/2006		M	13,000	\$ 33.06	43,148	D
Common Stock	11/10/2006		S	7,600	\$ 42.7	35,548	D
	11/10/2006		S	400		35,148	D

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Common Stock					\$	42.71	
Common Stock	11/10/2006	S	1,900	D	\$	42.75	33,248 D
Common Stock	11/10/2006	S	100	D	\$	42.76	33,148 D
Common Stock	11/10/2006	S	6,000	D	\$	42.8	27,148 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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Option (right to buy) <sup>(2)</sup>	\$ 42.72	11/10/2006		A	26,352	11/10/2007 <sup>(3)</sup>	11/10/2016	Common Stock	2		
Stock Option (right to buy)	\$ 33.06	11/10/2006		M	3,000	11/03/2004 <sup>(4)</sup>	11/03/2013	Common Stock	3		
Stock Option (right to buy)	\$ 33.06	11/10/2006		M	13,000	11/03/2004 <sup>(4)</sup>	11/03/2013	Common Stock	1		

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
JOHNSON DAVID DUANE C/O INTERNATIONAL GAME TECHNOLOGY	Executive Vice President

9295 PROTOTYPE DRIVE  
RENO, NV 89521

## Signatures

Virginia Williams, Attorney-In-Fact for David D.  
Johnson

11/14/2006

\*\*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) Grant of restricted IGT common stock, pursuant to the IGT 2002 Stock Incentive Plan, with dividend and voting rights. The restricted shares are scheduled to vest at a rate of 25% of the shares on each of the first through fourth anniversaries of the award date.
- (2) Employee Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan.
- (3) The option becomes exercisable in equal annual installments over a four year period, at the rate of 25% per year, commencing on the first anniversary of the award date.
- (4) The option becomes exercisable in equal annual installments over a five year period, at the rate of 20% per year, commencing on the first anniversary of the date of grant

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.