

PENNINGTON RICHARD
Form 4
April 29, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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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

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| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Pennington, Richard | | | 2. Issuer Name and Ticker or Trading Symbol International Game Technology (IGT) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President Product Management | | |
| (Last) (First) (Middle) 9295 Prototype Drive | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 04/28/2003 | | |
| (Street) Reno, NV 89521 | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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 | | | | | | | | | |
| Common Stock | 04/28/2003 | | S | | 1,955 | D | 84.48 | | | 3,078 ⁽²⁾ | | D | | | | |
| Common Stock | 04/28/2003 | | S | | 3,078 | D | 84.47 | | | 0 | | D | | | | |
| Common Stock ⁽¹⁾ | 04/28/2003 | | M | | 1,600 | A | 17.625 | | | 1,600 | | D | | | | |
| Common Stock ⁽¹⁾ | 04/28/2003 | | M | | 334 | A | 18.25 | | | 1,934 | | D | | | | |
| Common Stock ⁽¹⁾ | 04/28/2003 | | M | | 1,499 | A | 21.875 | | | 3,433 | | D | | | | |
| Common Stock ⁽¹⁾ | 04/28/2003 | | M | | 4,067 | A | 18.875 | | | 7,500 | | D | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Beneficial Ownership (Instr. 4) | |
|---|--|---|---|-----------------------------------|---|---|-----|---|-----------------|--|---|---|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option ⁽¹⁾ | 18.25 | 04/28/2003 | | M | | 334 | | 12/31/97 ⁽³⁾ | 12/31/2006 | Common Stock | 334 | | 0 | D | |
| Employee Stock Option ⁽¹⁾ | 21.875 | 04/28/2003 | | M | | 1,499 | | 12/17/98 ⁽³⁾ | 12/17/2007 | Common Stock | 1,499 | | 0 | D | |
| Employee Stock Option ⁽¹⁾ | 18.875 | 04/28/2003 | | M | | 4,067 | | 7/19/2000 ⁽³⁾ | 7/19/2009 | Common Stock | 4,067 | | 17,333 | D | |
| Employee Stock Option ⁽¹⁾ | 17.625 | 04/28/2003 | | M | | 1,600 | | 12/17/97 ⁽³⁾ | 12/17/2006 | Common Stock | 1,600 | | 0 | D | |

Explanation of Responses:

(1) Employee Stock Option granted pursuant to the International Game Technology Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.

(2) Includes 325 shares acquired in March 2002 and 330 shares acquired in March 2003 under the International Game Technology Employee Stock Purchase Plan

(3) The Option became exercisable in equal installments over a five-year period, at the rate of 10% per year, commencing on the first anniversary of the date of grant.

By: /s/ **Virginia Williams with Power of Attorney** **4/28/2003**
Virginia Williams for Richard Pennington Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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