Frater Stephen G Form 4 February 28, 2012

FORM 4

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

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Frater Stephen G Issuer Symbol SCIENTIFIC GAMES CORP (Check all applicable) [SGMS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O SCIENTIFIC GAMES 02/26/2012 Division Executive Chairman CORPORATION, 99, GREEN LANE, HOUNSLOW (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MIDDLESEX, X0 TW46BW

(State)

(Zip)

(City)

| | | 1 401 | Table 1- Non-Derivative Securities Acquired, Disposed of, or Deficiently 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. Securi on(A) or D (Instr. 3, | ispose 4 and | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 02/26/2012 | | M | 1,680 | A | \$ 0 | 28,707 | D | |
| Class A Common Stock | 02/26/2012 | | F | 874 | D | \$ 12.19 (1) | 27,833 | D | |
| Class A Common Stock | 02/27/2012 | | M | 1,001 | A | \$ 0 | 28,834 | D | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Class A 12.19 28,313 Common 02/27/2012 F 521 D D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic 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. Pr Deri Secu (Inst |
|---|---|---|---|--|---|--|--------------------|---|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (2) | 02/26/2012 | | M | 1,680 | (2) | (2) | Common Stock | 1,680 | \$ |
| Restricted Stock Units | (3) | 02/27/2012 | | M | 1,001 | (3) | (3) | Common Stock | 1,001 | \$ |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Frater Stephen G C/O SCIENTIFIC GAMES CORPORATION 99, GREEN LANE, HOUNSLOW MIDDLESEX, X0 TW46BW

Division Executive Chairman

Signatures

/s/ Jack Sarno, attorney-in-fact for Stephen G. 02/28/2012 Frater

> **Signature of Reporting Person Date

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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. 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.