

COHEN PETER A  
Form 4  
March 08, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHEN PETER A

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)  
03/04/2005

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

C/O RAMIUS CAPITAL GROUP,  
LLC, 666 THIRD AVENUE, 26TH  
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 10017

(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            | 03/04/2005                           |  | S                              |   | 25,000 | D          | \$ 24.47  | 952,516  | I   | By Ramius Securities, LLC <sup>(1)</sup> |
| Class A Common Stock            | 03/04/2005                           |  | S                              |   | 25,000 | D          | \$ 24.5   | 927,516  | I   | By Ramius Securities, LLC <sup>(1)</sup> |
| Class A Common Stock            | 03/04/2005                           |  | S                              |   | 25,000 | D          | \$ 24.55  | 902,516  | I   | By Ramius Securities, LLC <sup>(1)</sup> |

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|                            |            |   |        |   |             |         |   |  |
|----------------------------|------------|---|--------|---|-------------|---------|---|--|
| Class A<br>Common<br>Stock | 03/04/2005 | S | 900    | D | \$<br>24.65 | 901,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/07/2005 | S | 10,000 | D | \$ 24.5     | 891,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/07/2005 | S | 25,000 | D | \$<br>24.54 | 866,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/07/2005 | S | 25,000 | D | \$<br>24.59 | 841,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/07/2005 | S | 25,000 | D | \$<br>24.69 | 816,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 03/07/2005 | S | 25,000 | D | \$ 24.7     | 791,616 | I | By Ramius<br>Securities,<br>LLC <sup>(1)</sup> |
| Class A<br>Common<br>Stock |            |   |        |   |             | 109,771 | D |  |
| Class A<br>Common<br>Stock |            |   |        |   |             | 4,400   | I | By wife  |
| Class A<br>Common<br>Stock |            |   |        |   |             | 2,000   | I | By<br>daughter                                 |

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.**

SEC 1474  
(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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

|                | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) |                     |                    |       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COHEN PETER A<br>C/O RAMIUS CAPITAL GROUP, LLC<br>666 THIRD AVENUE, 26TH FLOOR<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

/s/ Peter A.  
Cohen

03/08/2005

\_\_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).

The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the  
(1) parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.