

SCIENTIFIC GAMES CORP  
Form 4  
March 07, 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 \*  
**BICKELL CLIFF O**

(Last) (First) (Middle)

**C/O SCIENTIFIC GAMES  
INTERNATIONAL, INC., 1500  
BLUEGRASS LAKES PARKWAY**

(Street)

**ALPHARETTA,, GA 30004**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SCIENTIFIC GAMES CORP  
[SGMS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/03/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP-Printed Products & Div Pres**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            | 03/03/2006                           |  | S                              | 26,230  | D   | \$ 31.66   | 27,471 <sup>(1)</sup> D                    |
| Class A Common Stock            | 03/06/2006                           |  | S                              | 23,000  | D   | \$ 31.48   | 4,471 D                                    |
| Class A Common Stock            | 03/07/2006                           |  | M                              | 4,750   | A   | \$ 7.1   | 9,221 D                                    |

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|                            |            |  |   |        |   |          |        |   |
|----------------------------|------------|--|---|--------|---|----------|--------|---|
| Class A<br>Common<br>Stock | 03/07/2006 |  | M | 5,750  | A | \$ 6.16  | 14,971 | D |
| Class A<br>Common<br>Stock | 03/07/2006 |  | M | 16,470 | A | \$ 15.96 | 31,441 | D |
| Class A<br>Common<br>Stock | 03/07/2006 |  | M | 5,600  | A | \$ 23.15 | 37,041 | D |
| Class A<br>Common<br>Stock | 03/07/2006 |  | M | 5,000  | A | \$ 22.53 | 42,041 | D |
| Class A<br>Common<br>Stock | 03/07/2006 |  | S | 37,570 | D | \$ 30.86 | 4,471  | 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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 7.1   | 03/07/2006                           |  | M                              | 4,750   | <u>(2)</u>   | 12/13/2011  | Common Stock | 4,750                      |
| Employee Stock Option (right to buy)       | \$ 6.16  | 03/07/2006                           |  | M                              | 5,750   | <u>(3)</u>   | 12/11/2012  | Common Stock | 5,750                      |
|  | \$ 15.96   | 03/07/2006                           |  | M                              | 16,470  | <u>(4)</u>   | 12/07/2013  |              | 16,470                     |

|  |          |            |   |       |            |            |                 |                 |  |
|--|----------|------------|---|-------|------------|------------|-----------------|-----------------|--|
| Employee<br>Stock<br>Option<br>(right to<br>buy) |          |            |   |       |            |            |                 | Common<br>Stock |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 23.15 | 03/07/2006 | M | 5,600 | <u>(5)</u> | 12/08/2014 | Common<br>Stock | 5,600           |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 22.53 | 03/07/2006 | M | 5,000 | <u>(6)</u> | 01/09/2015 | Common<br>Stock | 5,000           |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| BICKELL CLIFF O<br>C/O SCIENTIFIC GAMES INTERNATIONAL,<br>INC.<br>1500 BLUEGRASS LAKES PARKWAY<br>ALPHARETTA,, GA 30004 |               |           | VP-Printed Products & Div<br>Pres |       |

## Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Cliff Bickell 03/07/2006

\_\_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) Includes 184 shares acquired under the Issuer's Employee Stock Purchase Plan on December 31, 2005.
- (2) The option became exercisable in four equal annual installments beginning on December 14, 2002.
- (3) The option became exercisable as to 5,750 shares on each of December 12, 2003, 2004 and 2005 and becomes exercisable as to 5,750 shares on December 12, 2006.
- (4) The option became exercisable as to 15,600 shares on each of December 8, 2004 and 2005 and becomes exercisable as to 15,600 shares on each of December 8, 2006, 2007 and 2008.
- (5) The option became exercisable as to 5,600 shares on December 9, 2005 and becomes exercisable as to 5,600 shares on each of December 9, 2006, 2007, 2008 and 2009.
- (6) The option became exercisable as to 5,000 shares on January 10, 2006 and becomes exercisable as to 5,000 shares on each of January 10, 2007, 2008, 2009 and 2010.

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.