

Trask James B
Form 4
August 20, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trask James B

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)
C/O SCIENTIFIC GAMES
CORPORATION, 1500
BLUEGRASS LAKES PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Division President

(Street)
ALPHARETTA, GA 30004

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

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

(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)
Class A Common Stock	08/16/2012		M	618 A	\$ 0 20,683	D	
Class A Common Stock	08/16/2012		F	201 D	\$ 6.54 20,482	D	
Class A Common Stock	08/16/2012		M	617 A	\$ 0 21,099	D	

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Class A Common Stock	08/16/2012	F	201	D	\$ 6.54 (1)	20,898	D
Class A Common Stock	08/16/2012	M	669	A	\$ 0	21,567	D
Class A Common Stock	08/16/2012	F	218	D	\$ 6.54 (1)	21,349	D
Class A Common Stock	08/16/2012	M	661	A	\$ 0	22,010	D
Class A Common Stock	08/16/2012	F	215	D	\$ 6.54 (1)	21,795	D
Class A Common Stock	08/16/2012	M	2,058	A	\$ 0	23,853	D
Class A Common Stock	08/16/2012	F	668	D	\$ 6.54 (1)	23,185	D
Class A Common Stock	08/16/2012	M	4,678	A	\$ 0	27,863	D
Class A Common Stock	08/16/2012	F	1,519	D	\$ 6.54 (1)	26,344	D
Class A Common Stock	08/16/2012	M	3,045	A	\$ 0	29,389	D
Class A Common Stock	08/16/2012	F	989	D	\$ 6.54 (1)	28,400	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/16/2012	M		618	(2)	(2)		Common Stock	618
Restricted Stock Units	(3)	08/16/2012	M		617	(3)	(3)		Common Stock	617
Restricted Stock Units	(4)	08/16/2012	M		669	(4)	(4)		Common Stock	669
Restricted Stock Units	(5)	08/16/2012	M		661	(5)	(5)		Common Stock	661
Restricted Stock Units	(6)	08/16/2012	M		2,058	(6)	(6)		Common Stock	2,058
Restricted Stock Units	(7)	08/16/2012	M		4,678	(7)	(7)		Common Stock	4,678
Restricted Stock Units	(8)	08/16/2012	M		3,045	(8)	(8)		Common Stock	3,045

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trask James B C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			Division President	

Signatures

/s/ Jack Sarno, attorney-in-fact for James B.
Trask

08/20/2012

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of restricted stock units granted on August 16, 2011. 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.
- (7) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 23, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (8) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2013 and 2014. 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.

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