

HART PATTI S
Form 4
March 24, 2009

FORM 4

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

OMB APPROVAL

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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 *
HART PATTI S

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL GAME TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE DRIVE

(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

RENO, NV 89521

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/20/2009		D ⁽¹⁾	2,750 D \$ 0	3,450	D	
Common Stock ⁽²⁾	03/20/2009		A	116,959 A \$ 9.12	120,409	D	
Common Stock ⁽³⁾	03/20/2009		A	58,480 A \$ 0	178,889	D	

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Stock Option (right to buy)	\$ 8.48	03/20/2009		D ⁽⁵⁾	11,000	03/03/2010	03/03/2019	Common Stock
Stock Option (right to buy) ⁽⁴⁾	\$ 9.12	03/20/2009		A	661,704	03/20/2010 ⁽⁶⁾	03/20/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HART PATTI S C/O INTERNATIONAL GAME TECHNOLOGY 9295 PROTOTYPE DRIVE RENO, NV 89521	X		President & CEO	

Signatures

/s/ Chrissy Lane, Attorney-In-Fact for Patti S. Hart 03/24/2009
 **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) Restricted Stock Award dated 3/3/09 was forfeited by mutual agreement of Reporting Person and IGT.
- (2) Grant of Restricted IGT Common Stock pursuant to the IGT 2002 Stock Incentive Plan, with dividend and voting rights. The restricted shares are scheduled to vest over a period of four years, at the rate of 25%, commencing on the first anniversary of the date of grant.
- (3) Grant of Restricted IGT Common Stock pursuant to the IGT 2002 Stock Incentive Plan, with dividend and voting rights. The vesting of the restricted shares is contingent on the achievement of certain performance objectives by IGT over a period of four years.
- (4) Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan.

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- (5) Stock Option Award dated 3/3/09 was cancelled by mutual agreement of Reporting Person and IGT
- (6) The option becomes exercisable in equal annual installments over a period of four years, at the rate of 25%, commencing on the first anniversary of the date of grant.

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.