

Kennedy James C  
Form 3  
March 01, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kennedy James C</p> <p>(Last) (First) (Middle)</p> <p>C/O SCIENTIFIC GAMES CORPORATION,Â 1500 BLUEGRASS LAKES PARKWAY</p> <p>(Street)</p> <p>ALPHARETTA,Â GAÂ 30004</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/23/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SCIENTIFIC GAMES CORP [SGMS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	15,722	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	12/07/2013	Common Stock	7,400	\$ 15.96	D	Â
Employee Stock Option (right to buy)	Â (2)	12/08/2014	Common Stock	6,000	\$ 23.15	D	Â
Employee Stock Option (right to buy)	Â (3)	12/14/2015	Common Stock	6,000	\$ 27.68	D	Â
Employee Stock Option (right to buy)	Â (4)	02/26/2017	Common Stock	10,619	\$ 33.94	D	Â
Employee Stock Option (right to buy)	Â (5)	02/25/2018	Common Stock	14,915	\$ 21.27	D	Â
Employee Stock Option (right to buy)	Â (6)	02/22/2019	Common Stock	18,325	\$ 12.21	D	Â
Employee Stock Option (right to buy)	Â (7)	02/21/2020	Common Stock	17,547	\$ 15.65	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	5,547	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	3,703	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	5,160	\$ (10)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	16,000	\$ (11)	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	6,710	\$ (12)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004	Â	Â	Â Chief Marketing Officer	Â

## Signatures

/s/ Jack Sarno, attorney-in-fact for James C. Kennedy 03/01/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option, which was granted on December 8, 2003 and originally covered 37,000 shares, became exercisable as to one-fifth of the underlying shares on each of December 8, 2004, 2005, 2006, 2007 and 2008.
- (2) The option, which was granted on December 9, 2004 and originally covered 15,000 shares, became exercisable as to one-fifth of the underlying shares on each of December 9, 2005, 2006, 2007, 2008 and 2009.
- (3) The option, which was granted on December 15, 2005 and originally covered 10,000 shares, became exercisable as to one-fifth of the underlying shares on each of December 15, 2006, 2007, 2008, 2009 and 2010.
- (4) The option became exercisable as to one-fifth of the underlying shares on each of February 27, 2008, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on each of February 27, 2011 and 2012.
- (5) The option became exercisable as to one-fifth of the underlying shares on each of February 26, 2009 and 2010 and becomes exercisable as to one-fifth of the underlying shares on each of February 26, 2011, 2012 and 2013.
- (6) The option became exercisable as to one-fifth of the underlying shares on each of February 23, 2010 and 2011 and becomes exercisable as to one-fifth of the underlying shares on each of February 23, 2012, 2013 and 2014.
- (7) The option became exercisable as to one-fourth of the underlying shares on February 22, 2011 and becomes exercisable as to one-fourth of the underlying shares on each of February 22, 2012, 2013, and 2014.
- (8) The reporting person was granted 13,867 restricted stock units on February 27, 2007, one-fifth of which vested on February 27, 2008 based upon satisfaction of certain performance criteria and one-fifth of which vested on each of February 27, 2009 and 2010. The balance of the award vests in two equal installments on February 27, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (9) The reporting person was granted 6,171 restricted stock units on February 26, 2008, one-fifth of which vested on February 27, 2009 based upon satisfaction of certain performance criteria and one-fifth of which vested on each of February 26, 2010. The balance of the award vests in three equal installments on each of February 27, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (10) The reporting person was granted 8,600 restricted stock units on February 23, 2009, one-fifth of which vested on February 23, 2010 based upon satisfaction of certain performance criteria and one-fifth of which vested on February 23, 2011. The balance of the award vests in three equal installments on each of February 23, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (11) The reporting person was granted 20,000 restricted stock units on May 6, 2009, one-fifth of which vested on May 6, 2010. The balance of the award vests in four equal installments on each of May 6, 2011, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (12) The reporting person was granted 8,946 restricted stock units on February 22, 2010, one-fourth of which vested on February 22, 2011 based upon satisfaction of certain performance criteria. The balance of the award vests in three equal installments on each of February 22, 2012, 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. 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.