

INTERNATIONAL GAME TECHNOLOGY

Form 4

February 15, 2006

**FORM 4**

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

OMB APPROVAL

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

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 \*  
MATTHEWS THOMAS J

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)  
9295 PROTOTYPE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

RENO, NV 89521

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

(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 or Price		
Common Stock	02/13/2006		M		350,000 A \$ 3.9844	503,361	D
Common Stock	02/14/2006		M		300,000 A \$ 17.5	803,361	D
Common Stock	02/14/2006		S		300 D \$ 36.25	803,061	D
Common Stock	02/14/2006		S		2,500 D \$ 36.26	800,561	D
Common Stock	02/14/2006		S		500 D \$ 36.27	800,061	D

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Common Stock	02/14/2006	S	2,100	D	\$ 36.28	797,961	D
Common Stock	02/14/2006	S	1,100	D	\$ 36.29	796,861	D
Common Stock	02/14/2006	S	400	D	\$ 36.32	796,461	D
Common Stock	02/14/2006	S	2,200	D	\$ 36.34	794,261	D
Common Stock	02/14/2006	S	400	D	\$ 36.35	793,861	D
Common Stock	02/14/2006	S	1,200	D	\$ 36.37	792,661	D
Common Stock	02/14/2006	S	8,400	D	\$ 36.38	784,261	D
Common Stock	02/14/2006	S	200	D	\$ 36.39	784,061	D
Common Stock	02/14/2006	S	2,100	D	\$ 36.4	781,961	D
Common Stock	02/14/2006	S	2,700	D	\$ 36.41	779,261	D
Common Stock	02/14/2006	S	5,800	D	\$ 36.42	773,461	D
Common Stock	02/14/2006	S	1,700	D	\$ 36.43	771,761	D
Common Stock	02/14/2006	S	1,200	D	\$ 36.44	770,561	D
Common Stock	02/14/2006	S	900	D	\$ 36.45	769,661	D
Common Stock	02/14/2006	S	1,100	D	\$ 36.46	768,561	D
Common Stock	02/14/2006	S	500	D	\$ 36.47	768,061	D
Common Stock	02/14/2006	S	2,900	D	\$ 36.48	765,161	D
Common Stock	02/14/2006	S	100	D	\$ 36.49	765,061	D
Common Stock	02/14/2006	S	18,700	D	\$ 36.5	746,361	D
Common Stock	02/14/2006	S	17,600	D	\$ 36.51	728,761	D
	02/14/2006	S	5,200	D	\$ 36.52	723,561	D

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Common Stock							
Common Stock	02/14/2006		S	4,300	D	\$ 36.53	719,261 D
Common Stock	02/14/2006		S	14,100	D	\$ 36.54	705,161 D
Common Stock	02/14/2006		S	5,500	D	\$ 36.55	699,661 D
Common Stock	02/14/2006		S	3,800	D	\$ 36.56	695,861 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)

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 3.9844	02/13/2006		M	350,000	06/30/2005	04/02/2007	Common Stock	350,000
Employee Stock Option (right to buy)	\$ 17.5	02/14/2006		M	300,000	12/30/2002 <sup>(1)</sup>	12/30/2011	Common Stock	300,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS THOMAS J 9295 PROTOTYPE DRIVE	X		Chief Executive Officer	

RENO, NV 89521

## Signatures

Thomas J.

Matthews

02/15/2006

\_\_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) The option becomes exercisable in equal annual installments over a five year period, at the rate of 20% per year, commencing on the first anniversary of the date of the grant.

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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