

COHEN PETER A  
Form 4  
January 04, 2007

**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 \*  
COHEN PETER A

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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2007

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

C/O RAMIUS CAPITAL GROUP, LLC, 666 THIRD AVENUE, 26TH FLOOR

(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

NEW YORK,, NY 10017

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	01/03/2007		M	14,200	A	\$ 0	123,971	D	
Class A Common Stock							4,400	I	By wife
Class A Common Stock							1,500	I	By daughter



## Edgar Filing: COHEN PETER A - Form 4

The reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius Capital Group, LLC, the parent company of Ramius Securities, LLC. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (2) Represents award of restricted stock units granted on January 2, 2007. The award vests in five equal annual installments beginning on January 2, 2008. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests in four equal installments on each of January 3, 2008, 2009, 2010 and 2011. 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.