

SCIENTIFIC GAMES CORP
 Form 4
 March 07, 2005

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

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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 *
BICKELL CLIFF O

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES
 INTERNATIONAL, INC., 1500
 BLUEGRASS LAKES PARKWAY

(Street)

ALPHARETTA,, GA 30004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**SCIENTIFIC GAMES CORP
 [SGMS]**

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP-Printed Products & Div Pres

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

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 or Price | | |
| Class A Common Stock | 03/03/2005 | | M | | 23,000 A \$ 2.95 | 37,094 | D |
| Class A Common Stock | 03/03/2005 | | M | | 14,250 A \$ 7.1 | 51,344 | D |
| Class A Common Stock | 03/03/2005 | | S | | 2,401 D \$ 25.17 | 48,943 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 03/03/2005 | S | 200 | D | \$ 25.21 | 48,743 | D |
| Class A Common Stock | 03/03/2005 | S | 2,399 | D | \$ 25.24 | 46,344 | D |
| Class A Common Stock | 03/03/2005 | S | 2,000 | D | \$ 25.28 | 44,344 | D |
| Class A Common Stock | 03/03/2005 | S | 100 | D | \$ 25.29 | 44,244 | D |
| Class A Common Stock | 03/03/2005 | S | 400 | D | \$ 25.3 | 43,844 | D |
| Class A Common Stock | 03/03/2005 | S | 300 | D | \$ 25.31 | 43,544 | D |
| Class A Common Stock | 03/03/2005 | S | 900 | D | \$ 25.32 | 42,644 | D |
| Class A Common Stock | 03/03/2005 | S | 800 | D | \$ 25.33 | 41,844 | D |
| Class A Common Stock | 03/03/2005 | S | 500 | D | \$ 25.36 | 41,344 | D |
| Class A Common Stock | 03/07/2005 | S | 9,157 | D | \$ 24.5 | 32,187 | D |
| Class A Common Stock | 03/07/2005 | S | 93 | D | \$ 24.51 | 32,094 | D |
| Class A Common Stock | 03/07/2005 | S | 100 | D | \$ 24.62 | 31,994 | D |
| Class A Common Stock | 03/07/2005 | S | 1,874 | D | \$ 24.63 | 30,120 | D |
| Class A Common Stock | 03/07/2005 | S | 100 | D | \$ 24.64 | 30,020 | D |
| Class A Common | 03/07/2005 | S | 700 | D | \$ 24.66 | 29,320 | D |

Stock

| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 03/07/2005 | S | 400 | D | \$ 24.67 | 28,920 | D |
| Class A Common Stock | 03/07/2005 | S | 355 | D | \$ 24.68 | 28,565 | D |
| Class A Common Stock | 03/07/2005 | S | 1,471 | D | \$ 24.71 | 27,094 | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 2.95 | 03/03/2005 | | M | 23,000 | <u>(1)</u> 12/31/2010 | Common Stock 23,000 |
| Employee Stock Option (right to buy) | \$ 7.1 | 03/03/2005 | | M | 14,250 | <u>(2)</u> 12/13/2011 | Common Stock 14,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

BICKELL CLIFF O
C/O SCIENTIFIC GAMES INTERNATIONAL,
INC.
1500 BLUEGRASS LAKES PARKWAY
ALPHARETTA,, GA 30004

VP-Printed Products & Div
Pres

Signatures

/s/ Debra M. Aronowitz, attorney-in-fact for Cliff O.
Bickell

03/07/2005

__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 became exercisable in four equal annual installments beginning on January 1, 2002.
 - (2) The option became exercisable as to 4,750 shares on each of December 14, 2002, 2003 and 2004 and becomes exercisable as to 4,750 shares on December 14, 2005.

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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