

SCIENTIFIC GAMES CORP
 Form 4
 December 12, 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 *
WEIL A LORNE

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH FLOOR

(Street)

NEW YORK, NY 10222

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2007

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)
 Chairman and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/11/2007		M		\$ 2.625	400,710	D
Class A Common Stock	12/11/2007		S		\$ 33.91	397,710	D
Class A Common Stock	12/11/2007		S		\$ 33.92	397,659	D

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Class A Common Stock	12/11/2007	S	900	D	\$ 33.93	396,759	D
Class A Common Stock	12/11/2007	S	600	D	\$ 33.94	396,159	D
Class A Common Stock	12/11/2007	S	1,200	D	\$ 33.97	394,959	D
Class A Common Stock	12/11/2007	S	1,564	D	\$ 33.98	393,395	D
Class A Common Stock	12/11/2007	S	500	D	\$ 33.99	392,895	D
Class A Common Stock	12/11/2007	S	700	D	\$ 34	392,195	D
Class A Common Stock	12/11/2007	S	577	D	\$ 34.01	391,618	D
Class A Common Stock	12/11/2007	S	3,100	D	\$ 34.02	388,518	D
Class A Common Stock	12/11/2007	S	4,381	D	\$ 34.03	384,137	D
Class A Common Stock	12/11/2007	S	9,035	D	\$ 34.04	375,102	D
Class A Common Stock	12/11/2007	S	3,343	D	\$ 34.05	371,759	D
Class A Common Stock	12/11/2007	S	1,043	D	\$ 34.06	370,716	D
Class A Common Stock	12/11/2007	S	606	D	\$ 34.07	370,110	D
Class A Common Stock	12/11/2007	S	800	D	\$ 34.12	369,310	D
Class A Common	12/11/2007	S	2,800	D	\$ 34.13	366,510	D

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Stock							
Class A Common Stock	12/11/2007	S	500	D	\$ 34.15	366,010	D
Class A Common Stock	12/11/2007	S	1,300	D	\$ 34.16	364,710	D
Class A Common Stock	12/11/2007	S	200	D	\$ 34.17	364,510	D
Class A Common Stock	12/11/2007	S	1,800	D	\$ 34.18	362,710	D
Class A Common Stock	12/11/2007	S	1,000	D	\$ 34.19	361,710	D
Class A Common Stock	12/11/2007	S	9,600	D	\$ 34.23	352,110	D
Class A Common Stock	12/11/2007	S	7,929	D	\$ 34.24	344,181	D
Class A Common Stock	12/11/2007	S	900	D	\$ 34.26	343,281	D
Class A Common Stock	12/11/2007	S	500	D	\$ 34.27	342,781	D
Class A Common Stock	12/11/2007	S	3,700	D	\$ 34.28	339,081	D
Class A Common Stock	12/11/2007	S	2,492	D	\$ 34.29	336,589	D
Class A Common Stock	12/11/2007	S	3,308	D	\$ 34.3	333,281	D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 2.625	12/11/2007		M	158,000	<u>(1)</u> 07/07/2009	Common Stock	158,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL A LORNE C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10222	X		Chairman and CEO	

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil
Date: 12/12/2007

__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 installments beginning on July 8, 2000.

Remarks:

Due to the SEC's limit of 30 lines per table, this Form 4 is one of three filed on behalf of the reporting person to report transactions.

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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