

INTERNATIONAL GAME TECHNOLOGY
 Form 4/A
 November 17, 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 *
 PENNINGTON RICHARD

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/10/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE DRIVE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/14/2006

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

RENO, NV 89521

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4/A

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)
Common Stock (right to buy) ⁽¹⁾	\$ 42.72	11/10/2006		A	27,409 ⁽²⁾	11/10/2016 ⁽³⁾ 11/10/2017	Common Stock 27,400 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENNINGTON RICHARD C/O INTERNATIONAL GAME TECHNOLOGY 9295 PROTOTYPE DRIVE RENO, NV 89521			Executive Vice President	

Signatures

Virginia Williams, Attorney-In-Fact for Richard Pennington
 11/17/2006
 Signature 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) Employee Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan.
- (2) Amount incorrectly reported as "26,352" in reporting person's original Form 4.
- (3) The option becomes exercisable in equal annual installments over a four year period, at the rate of 25% per year, commencing on the first anniversary of the award date.
- (4) Pennington Family Trust dated March 01, 2001

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. H REPORTING PERSON 6,383,700 Shares of Common Stock

----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.97% ----- 12 TYPE OF REPORTING PERSON* IN ----- *SEE INSTRUCTIONS BEFORE FILLING OUT Cusip No. 33385515 13G Page 9 of 21

----- 1 NAME OF REPORTING PERSON S.S. OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fredric W. Harman

----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States ----- 5 SOLE VOTING POWER Not applicable ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 6,383,700 Shares of Common Stock OWNED BY ----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON Not applicable WITH ----- 8 SHARED DISPOSITIVE POWER 6,383,700 Shares of Common Stock ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,383,700 Shares of Common Stock ----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.97% ----- 12 TYPE OF REPORTING PERSON* IN ----- *SEE INSTRUCTIONS BEFORE FILLING OUT Cusip No. 33385515 13G Page 10 of 21

----- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ann H. Lamont

----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States ----- 5 SOLE VOTING POWER Not applicable ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 6,383,700 Shares of Common Stock OWNED BY ----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON Not applicable WITH ----- 8 SHARED DISPOSITIVE POWER 6,383,700 Shares of Common Stock ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,383,700 Shares of Common Stock ----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.97% ----- 12 TYPE OF REPORTING PERSON* IN ----- *SEE INSTRUCTIONS BEFORE FILLING OUT Cusip No. 33385515 13G Page 11 of 21

----- 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON David B. Walrod

----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States ----- 5 SOLE VOTING POWER Not applicable ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 6,383,700 Shares of Common Stock OWNED BY ----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON Not applicable WITH ----- 8 SHARED DISPOSITIVE POWER 6,383,700 Shares of Common Stock ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,383,700 Shares of Common Stock ----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.97% ----- 12 TYPE OF

REPORTING PERSON* IN ----- *SEE
 INSTRUCTIONS BEFORE FILLING OUT Cusip No. 33385515 13G Page 12 of 21 Schedule 13G Amendment No. 1* Common Stock Par Value \$0.001 CUSIP No. 33385515 ITEM 1(A) NAME OF ISSUER: Wireless Facilities, Inc. ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 9805 Scranton Road, Suite 100 San Diego, California 92121 ITEM 2(A) NAME OF PERSON FILING: Oak Investment Partners X, Limited Partnership Oak Associates X, LLC Oak X Affiliates Fund, Limited Partnership Oak X Affiliates, LLC Oak Management Corporation Bandel L. Carano Edward F. Glassmeyer Fredric W. Harman Ann H. Lamont David B. Walrod ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: c/o Oak Management Corporation One Gorham Island Westport, Connecticut 06880 ITEM 2(C) CITIZENSHIP: Please refer to Item 4 on each cover sheet for each filing person. ITEM 2(D) TITLE OF CLASS OF SECURITIES: Common stock, par value \$0.001 per share ITEM 2(E) CUSIP NUMBER: 33385515 ITEM 3 Not applicable ITEM 4 OWNERSHIP. The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Entities is based upon 46,948,177 shares outstanding as of November 6, 2001, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001, plus shares issuable upon exercise of options to acquire common stock and upon the conversion of Series A preferred stock as described in the following paragraph. Cusip No. 33385515 13G Page 13 of 21 Amounts shown as beneficially owned by each of Oak Investment Partners X, Limited Partnership ("Oak Investment X") and Oak Associates X, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 19,684 shares of common stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment X and (ii) the 6,263,200 shares of common stock into which the shares of Series A preferred stock held by Oak Investment X may be converted. Amounts shown as beneficially owned by each of Oak X Affiliates Fund, Limited Partnership ("Oak Affiliates X"), Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 316 shares of common stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X and (ii) the 100,500 shares of common stock into which the shares of Series A preferred stock held by Oak Affiliates X may be converted. Amounts shown as beneficially owned by Bandel L. Carano include 5,582 shares of common stock held by Mr. Carano. Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity. ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [] ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. Not applicable ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY. Not applicable ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. Not applicable ITEM 9 NOTICE OF DISSOLUTION OF GROUP. Not applicable ITEM 10 CERTIFICATIONS. Not applicable Cusip No. 33385515 13G Page 14 of 21 After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. SIGNATURE: Dated: February 14, 2002 Entities: Oak Investment Partners X, Limited Partnership Oak Associates X, LLC Oak X Affiliates Fund, Limited Partnership Oak X Affiliates, LLC Oak Management Corporation By: /s/ Edward F. Glassmeyer ----- Edward F. Glassmeyer, as General Partner or Managing Member or as Attorney-in-fact for the above-listed entities Individuals: Bandel L. Carano Edward F. Glassmeyer Fredric W. Harman Ann H. Lamont David B. Walrod By: /s/ Edward F. Glassmeyer ----- Edward F. Glassmeyer, Individually and as Attorney-in-fact for the above-listed individuals Cusip No. 33385515 13G Page 15 of 21 INDEX TO EXHIBITS PAGE ---- EXHIBIT A Agreement of Reporting Persons 16 EXHIBIT B Power of Attorney 17