

Gibbs Stephen L
 Form 4
 August 18, 2010

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 *
 Gibbs Stephen L

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)
 08/16/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, CAO & Corp. Controller

C/O SCIENTIFIC GAMES CORPORATION, 1500 BLUEGRASS LAKES PARKWAY
 (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

ALPHARETTA, GA 30004

(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) | Price | | |
| Class A Common Stock | 08/16/2010 | | S | 100 | D \$ 10.91 | 4,623 | D |
| Class A Common Stock | 08/16/2010 | | S | 100 | D \$ 10.93 | 4,523 | D |
| Class A Common Stock | 08/16/2010 | | S | 75 | D \$ 10.94 | 4,448 | D |

Edgar Filing: Gibbs Stephen L - Form 4

| | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-------|---|
| Class A Common Stock | 08/16/2010 | S | 25 | D | \$ 10.95 | 4,423 | D |
| Class A Common Stock | 08/16/2010 | S | 500 | D | \$ 10.96 | 3,923 | D |
| Class A Common Stock | 08/16/2010 | S | 200 | D | \$ 10.97 | 3,723 | D |
| Class A Common Stock | 08/16/2010 | S | 200 | D | \$ 10.98 | 3,523 | D |
| Class A Common Stock | 08/16/2010 | S | 400 | D | \$ 10.99 | 3,123 | D |
| Class A Common Stock | 08/16/2010 | S | 700 | D | \$ 11 | 2,423 | D |
| Class A Common Stock | 08/16/2010 | S | 600 | D | \$ 11.01 | 1,823 | D |
| Class A Common Stock | 08/16/2010 | S | 800 | D | \$ 11.02 | 1,023 | D |
| Class A Common Stock | 08/16/2010 | S | 400 | D | \$ 11.03 | 623 | D |
| Class A Common Stock | 08/16/2010 | S | 100 | D | \$ 11.05 | 523 | D |
| Class A Common Stock | 08/16/2010 | S | 100 | D | \$ 11.06 | 423 | D |
| Class A Common Stock | 08/16/2010 | S | 300 | D | \$ 11.07 | 123 | D |
| Class A Common Stock | 08/16/2010 | S | 100 | D | \$ 11.08 | 23 | D |

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

SEC 1474
(9-02)

number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gibbs Stephen L C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004 | | | VP, CAO & Corp. Controller | |

Signatures

/s/ Jack Sarno, attorney-in-fact for Stephen Gibbs

08/18/2010

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).

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.