## Edgar Filing: Kennedy James C - Form 4

Kennedy Jan Form 4											
February 28,	_										
FORM	<b>  4</b> <sub>UNITE</sub>	D STATF	S SECUR	ITIES A	ND EX(	CHA	NGE (	COMMISSION		PPROVAL	
				hington,					Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	OF CHAN	CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						January 31, 2005 average Irs per 0.5			
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Hold	ing Com	ipany	Act of	e Act of 1934, f 1935 or Sectio 40	response n		
(Print or Type F	Responses)										
			Symbol SCIENT	SCIENTIFIC GAMES CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O SCIEN CORPORA	3. Date of (Month/D	[SGMS] 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2013				Director 10% Owner X Officer (give title Other (specify below) below) Division President and CMO					
BLUEGRA	(Street)	RKWAY		ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_Form filed by (	One Reporting Pe	erson	
ALPHARE	ГТА, GA 3000	4						Form filed by M Person	lore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		ion Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			d of	Securities Beneficially Owned Following Reported	Indirect (I) C			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	02/26/2013			М	1,235	A	\$0	46,409	D		
Class A Common Stock	02/26/2013			F	401	D	\$ 9.08 (1)	46,008	D		
Class A Common Stock	02/26/2013			М	594	А	\$0	46,602	D		

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Class A					\$	
Common	02/26/2013	F	193	D	9.08 46,409	D
Stock					<u>(1)</u>	

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.

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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable and nof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/26/2013		М	1,235	(2)	<u>(2)</u>	Common Stock	1,235	\$
Restricted Stock Units	(3)	02/26/2013		М	594	(3)	(3)	Common Stock	594	\$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004			Division President and CMO				
Signatures							
/s/ Jack Sarno, attorney-in-fact for James C.							
Kennedy		02/28/201	3				
**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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents vesting of one-fifth of restricted stock units granted on February 26, 2008. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The award has fully vested. 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.