

BARSKY NEIL
Form 4
June 09, 2006

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 *
BARSKY NEIL

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

9295 PROTOTYPE DRIVE

06/08/2006

(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

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$.00015625 par value | 06/08/2006 | | M | | 40,000 | A | \$ 16.9625 | 2,480,000 | D | |
| Common Stock, \$.00015625 par value | 06/08/2006 | | M | | 24,000 | A | \$ 19.46 | 2,504,000 | D | |
| Common Stock, \$.00015625 par value | 06/08/2006 | | P | | 35,800 | A | \$ 35.89 | 2,539,800 | I | See Footnote (1) |

| | | | | | | | | |
|--|------------|---|---------|---|----------|-----------|---|------------------------|
| Common Stock, \$.00015625 par value | 06/08/2006 | P | 264,200 | A | \$ 35.89 | 2,804,000 | I | See Footnote (2) |
|--|------------|---|---------|---|----------|-----------|---|------------------------|

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.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 16.9625 | 06/08/2006 | | M | 40,000 | 03/08/2005 ⁽³⁾ 03/08/2012 | Common Stock, \$.00015625 par value | 40,000 |
| Stock Option (right to buy) | \$ 19.46 | 06/08/2006 | | M | 24,000 | 03/03/2006 ⁽⁴⁾ 03/03/2013 | Common Stock, \$.00015625 par value | 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARSKY NEIL 9295 PROTOTYPE DRIVE RENO, NV 89521 | X | | | |

Signatures

/s/ Neil Barsky 06/09/2006

**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) These shares were acquired by Alson Signature Fund Offshore Portfolio, Ltd. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to Alson Signature Fund Offshore Portfolio, Ltd.

(2) These shares were acquired by Alson Signature Fund, L.P. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to Alson Signature Fund, L.P. Mr. Barsky is also the managing member of Alson Partners, LLC, the general partner of Alson Signature Fund, L.P.

(3) The option became exercisable in three equal annual installments ending on March 8, 2005, the third anniversary of the date of the grant.

(4) The option became exercisable in three equal annual installments ending on March 3, 2006, the third anniversary of the date of the grant.

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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