

SATRE PHILIP G  
Form 4  
March 03, 2011

**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 \*  
SATRE PHILIP G

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)  
03/01/2011

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

C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE DRIVE

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Amount or Price                                                                               |                                                          |                                   |
|                                 |                                      |                                                    | Code                           | V                                                                 |                                                                                               |                                                          |                                   |
| Common Stock                    | 03/02/2011                           |                                                    | M                              |                                                                   | 4,250<br>(1)                                                                                  | A                                                        | \$ 16.17                          |
|                                 |                                      |                                                    |                                |                                                                   | 21,500                                                                                        | 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 number.**

SEC 1474 (9-02)

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

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| 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 03/01/2011                           |                                                    | A                              | 4,250                                                                                   | 03/01/2012 <sup>(3)</sup> 03/01/2021                     | Common Stock                                                |
| Stock Options (right to buy)               | \$ 16.17                                               | 03/01/2011                           |                                                    | A                              | 16,000                                                                                  | 03/01/2012 <sup>(3)</sup> 03/01/2021                     | Common Stock                                                |
| Restricted Stock Units                     | \$ 0                                                   | 03/02/2011                           |                                                    | M                              | 4,250 <sub>(1)</sub>                                                                    | 03/02/2011 <sup>(4)</sup> 03/02/2020                     | Common Stock                                                |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

SATRE PHILIP G  
C/O INTERNATIONAL GAME TECHNOLOGY  
9295 PROTOTYPE DRIVE  
RENO, NV 89521

X

## Signatures

Virginia Williams, Attorney-In-Fact for Philip G. Satre

03/03/2011

\*\*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) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit award.
- (2) Each restricted stock unit represents a contingent right to receive one share of IGT common stock.
- (3) The restricted stock units and options vest on the first anniversary of the date of grant.
- (4) The restricted stock units vest on the first anniversary of the date of grant.

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.