

INTERNATIONAL GAME TECHNOLOGY

Form 4

December 16, 2014

**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 \*  
GRACEY PAUL C JR

(Last) (First) (Middle)

C/O INTERNATIONAL GAME TECHNOLOGY, 6355 S. BUFFALO DRIVE

(Street)

LAS VEGAS, NV 89113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTERNATIONAL GAME TECHNOLOGY [IGT]

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
General Counsel and Secretary

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

**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		
Common Stock	12/13/2014		M	A	\$ 3,672 (1) 16.87	D	
Common Stock	12/13/2014		F	D	\$ 1,005 16.87	D	
Common Stock	12/13/2014		M	A	\$ 7,231 (1) 16.87	D	
Common Stock	12/13/2014		F	D	\$ 1,978 16.87	D	



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The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 13, 2014.

- (3) The restricted stock units vest in four equal annual installments commencing on the first anniversary of the date of grant. The first installment vested on December 13, 2013 and the second installment vested on December 13, 2014.

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.