

ROBERSON DAVID EARLE
Form 4
March 03, 2011

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 *
ROBERSON DAVID EARLE

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2011		S ⁽¹⁾		700	D	\$ 16.5
Common Stock	03/01/2011		M ⁽¹⁾		2,000	A	\$ 8.48
Common Stock	03/01/2011		S ⁽¹⁾		2,000	D	\$ 16.5
Common Stock	03/02/2011		M		2,750 ⁽⁵⁾	A	\$ 16.17

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy)	\$ 8.48	03/01/2011		M ⁽¹⁾	2,000	03/03/2010 ⁽²⁾ 03/03/2019	Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	03/01/2011		A	2,750	03/01/2012 ⁽⁴⁾ 03/01/2021	Common Stock
Stock Option (right to buy)	\$ 16.17	03/01/2011		A	11,000	03/01/2012 ⁽⁴⁾ 03/01/2021	Common Stock
Restricted Stock Units	\$ 0	03/02/2011		M	2,750 ⁽⁵⁾	03/02/2011 ⁽⁶⁾ 03/02/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROBERSON DAVID EARLE
C/O INTERNATIONAL GAME TECHNOLOGY
9295 PROTOTYPE DRIVE
RENO, NV 89521

X

Signatures

Virginia Williams, Attorney-In-Fact for David E. Roberson

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) Transaction occurred pursuant to a Rule 10b5-1 Trading Plan established on November 18, 2010.
- (2) The option vests on the first anniversary of the date of grant.
- (3) Each restricted stock unit represents a contingent right to receive one share of IGT common stock.
- (4) The restricted stock units and options vest on the first anniversary of the date of grant.
- (5) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit award.
- (6) 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.