

INTERNATIONAL GAME TECHNOLOGY

Form 4

December 16, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
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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 *
Vandemore John M

(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
SymbolINTERNATIONAL GAME
TECHNOLOGY [IGT]3. Date of Earliest Transaction
(Month/Day/Year)
12/13/20144. 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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/13/2014		M	(A) or (D) A	9,180 (1) \$ 16.87	49,615	D
Common Stock	12/13/2014		M	(A) or (D) A	9,111 (1) \$ 16.87	58,726	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
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(9-02)

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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
Restricted Stock Units	\$ 0	12/13/2014		M	9,180	12/13/2014 ⁽²⁾ 12/13/2023	Common Stock	9,180
Restricted Stock Units	\$ 0	12/13/2014		M	9,111	12/13/2013 ⁽³⁾ 12/13/2022	Common Stock	9,111

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vandemore John M
C/O INTERNATIONAL GAME TECHNOLOGY
6355 S. BUFFALO DRIVE
LAS VEGAS, NV 89113

Chief Financial Officer

Signatures

Peter A. Christou, Attorney-In-Fact for John M. Vandemore

12/16/2014

__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) 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.

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