

BERG ERIC A  
Form 4  
December 18, 2012

**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 \*  
BERG ERIC A

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)  
12/16/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Operations Officer

C/O INTERNATIONAL GAME TECHNOLOGY, 6355 S. BUFFALO 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

LAS VEGAS, NV 89113

(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 Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |        |   |
| Common Stock                    | 12/16/2012                           |  | M                              | V   | 13,236<br><u>(1)</u>  | A  | \$ 14.43                                   | 19,922 | D |
| Common Stock                    | 12/16/2012                           |  | F                              |   | 3,501   | D  | \$ 14.43                                   | 16,421 | D |
| Common Stock                    | 12/16/2012                           |  | M                              |   | 4,380<br><u>(1)</u>   | A  | \$ 14.43                                   | 20,801 | D |
| Common Stock                    | 12/16/2012                           |  | F                              |   | 1,159   | D  | \$ 14.43                                   | 19,642 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units                     | \$ 0   | 12/16/2012                           |  | M                              | 13,236  | 12/16/2012 <sup>(2)</sup> 12/16/2021                     | Common Stock  | 13,236                     |
| Restricted Stock Units                     | \$ 0   | 12/16/2012                           |  | M                              | 4,380   | 12/16/2012 <sup>(3)</sup> 12/16/2021                     | Common Stock  | 4,380                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| BERG ERIC A<br>C/O INTERNATIONAL GAME TECHNOLOGY<br>6355 S. BUFFALO DRIVE<br>LAS VEGAS, NV 89113 |               |           | Chief Operations Officer |       |

## Signatures

Peter A. Christou, Attorney-In-Fact for Eric A. Berg  
Date: 12/18/2012

\*\*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 16, 2012.

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The vesting of the restricted stock units is contingent on the achievement of certain performance objectives by IGT over a period of three (3) years. The performance objectives applicable to the first installment of the restricted stock units were achieved, and the first installment vested on December 16, 2012.

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.