

BARSKY NEIL
Form 4
March 06, 2007

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 *
BARSKY NEIL

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)

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

9295 PROTOTYPE DRIVE

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

(Street)

RENO, NY 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, \$0.00015625 par value	03/05/2007		S		1,762,100	D	\$ 39.762
							1,041,900
							I
							See footnote (1)
Common Stock, \$0.00015625 par value	03/05/2007		S		257,000	D	\$ 39.762
							784,900
							I
							See footnote (2)
Common Stock, \$0.00015625 par value	03/05/2007		S		117,000	D	\$ 39.762
							667,900
							I
							See footnote (3)

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Common Stock, \$0.00015625 par value	03/06/2007	S	465,200	D	\$ 39.965	202,700	I	See footnote (1)
Common Stock, \$0.00015625 par value	03/06/2007	S	67,850	D	\$ 39.965	134,850	I	See footnote (2)
Common Stock, \$0.00015625 par value	03/06/2007	S	30,850	D	\$ 39.965	104,000	I	See footnote (3)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARSKY NEIL 9295 PROTOTYPE DRIVE RENO, NY 89521		X		

Signatures

/s/ Neil Barsky

03/06/2007

**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) These shares were sold by Alson Signature Fund Offshore Portfolio, Ltd. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to Alson Signature Fund Offshore Portfolio, Ltd. Mr. Barsky disclaims beneficial ownership of the shares of Common Stock to the extent such beneficial ownership exceeds his pecuniary interest.

(2) These shares were sold by Alson Signature Fund, L.P. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to Alson Signature Fund, L.P. Mr. Barsky is also the managing member of Alson Partners, LLC, the general partner of Alson Signature Fund, L.P. Mr. Barsky disclaims beneficial ownership of the shares of Common Stock to the extent such beneficial ownership exceeds his pecuniary interest.

(3) These shares were sold by Alson Signature Fund I, L.P. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to Alson Signature Fund I, L.P. Mr. Barsky is also the managing member of Alson Partners, LLC, the general partner of Alson Signature Fund I, L.P. Mr. Barsky disclaims beneficial ownership of the shares of Common Stock to the extent such beneficial ownership exceeds his pecuniary interest.

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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