

INTERNATIONAL GAME TECHNOLOGY

Form 4

November 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MATTHEWS THOMAS J

(Last) (First) (Middle)

C/O INTERNATIONAL GAME TECHNOLOGY, 9295 PROTOTYPE DRIVE

(Street)

RENO, NV 89521

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2007

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)
Chief Executive 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/19/2007 | | M | | 382,635 A \$ 17.5 | 1,189,658 | D |
| Common Stock | 11/20/2007 | | M | | 190,000 A \$ 17.5 | 1,379,658 | D |
| Common Stock | 11/19/2007 | | S | | 300 D \$ 41.7 | 1,379,358 | D |
| Common Stock | 11/19/2007 | | S | | 500 D \$ 41.68 | 1,378,858 | D |
| | 11/19/2007 | | S | | 1,200 D | 1,377,658 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------|-------|-----------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 41.67 | | | |
| Common Stock | 11/19/2007 | S | 3,000 | D | \$ | 41.65 | 1,374,658 | D |
| Common Stock | 11/19/2007 | S | 400 | D | \$ | 41.64 | 1,374,258 | D |
| Common Stock | 11/19/2007 | S | 900 | D | \$ | 41.63 | 1,373,358 | D |
| Common Stock | 11/19/2007 | S | 2,000 | D | \$ | 41.62 | 1,371,358 | D |
| Common Stock | 11/19/2007 | S | 1,800 | D | \$ | 41.61 | 1,369,558 | D |
| Common Stock | 11/19/2007 | S | 3,280 | D | \$ | 41.6 | 1,366,278 | D |
| Common Stock | 11/19/2007 | S | 1,120 | D | \$ | 41.59 | 1,365,158 | D |
| Common Stock | 11/19/2007 | S | 1,100 | D | \$ | 41.58 | 1,364,058 | D |
| Common Stock | 11/19/2007 | S | 2,000 | D | \$ | 41.57 | 1,362,058 | D |
| Common Stock | 11/19/2007 | S | 2,200 | D | \$ | 41.56 | 1,359,858 | D |
| Common Stock | 11/19/2007 | S | 2,900 | D | \$ | 41.55 | 1,356,958 | D |
| Common Stock | 11/19/2007 | S | 200 | D | \$ | 41.54 | 1,356,758 | D |
| Common Stock | 11/19/2007 | S | 915 | D | \$ | 41.53 | 1,355,843 | D |
| Common Stock | 11/19/2007 | S | 1,200 | D | \$ | 41.52 | 1,354,643 | D |
| Common Stock | 11/19/2007 | S | 2,200 | D | \$ | 41.51 | 1,352,443 | D |
| Common Stock | 11/19/2007 | S | 11,713 | D | \$ | 41.5 | 1,340,730 | D |
| Common Stock | 11/19/2007 | S | 600 | D | \$ | 41.45 | 1,340,130 | D |
| Common Stock | 11/19/2007 | S | 600 | D | \$ | 41.44 | 1,339,530 | D |
| Common Stock | 11/19/2007 | S | 1,200 | D | \$ | 41.43 | 1,338,330 | D |
| | 11/19/2007 | S | 1,200 | D | | | 1,337,130 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|-----------|---|
| Common Stock | | | | | | \$ 41.42 | | |
| Common Stock | 11/19/2007 | | S | 2,530 | D | \$ 41.41 | 1,334,600 | D |
| Common Stock | 11/19/2007 | | S | 17,300 | D | \$ 41.4 | 1,317,300 | D |
| Common Stock | 11/19/2007 | | S | 200 | D | \$ 41.38 | 1,317,100 | D |
| Common Stock | 11/19/2007 | | S | 1,200 | D | \$ 41.36 | 1,315,900 | D |
| Common Stock | 11/19/2007 | | S | 600 | D | \$ 41.35 | 1,315,300 | 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 displays a currently valid OMB control number.

SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) ⁽¹⁾ | \$ 17.5 | 11/19/2007 | | M | 382,635 | 12/30/2002 ⁽²⁾ | 12/30/2011 | Common Stock | 382,635 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 17.5 | 11/20/2007 | | M | 190,000 | 12/30/2002 ⁽²⁾ | 12/30/2011 | Common Stock | 190,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | Chief Executive Officer | |

MATTHEWS THOMAS J
C/O INTERNATIONAL GAME TECHNOLOGY
9295 PROTOTYPE DRIVE
RENO, NV 89521

Signatures

Virginia Williams, Attorney-In-Fact for Thomas J.
Matthews

11/21/2007

__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) Employee Stock Option (right to buy) granted pursuant to the IGT 2002 Stock Incentive Plan.
- (2) The option becomes exercisable in equal annual installments over a five year period, at the rate of 20% per year, commencing on the first anniversary of the date of grant

Remarks:

This Form 4 is one of four filed with the SEC on November 21, 2007 to report transactions that occurred on November 19 and

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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