

INTERNATIONAL GAME TECHNOLOGY

Form 4

November 09, 2006

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 *
PENNINGTON RICHARD

(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)
11/08/2006

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)
Executive Vice President

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	11/08/2006		M	V Amount Price 104,640 A \$ 19.46	185,739	I	By Trust (1)
Common Stock	11/08/2006		S	6,900 D \$ 42.65	178,839	I	By Trust (1)
Common Stock	11/08/2006		S	1,600 D \$ 42.66	177,239	I	By Trust (1)
Common Stock	11/08/2006		S	900 D \$ 42.67	176,339	I	By Trust (1)
	11/08/2006		S	600 D	175,739	I	

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Common Stock					\$ 42.69			By Trust <u>(1)</u>
Common Stock	11/08/2006	S	18,600	D	\$ 42.7	157,139	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	5,700	D	\$ 42.71	151,439	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,440	D	\$ 42.72	147,999	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	800	D	\$ 42.73	147,199	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,900	D	\$ 42.74	143,299	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,200	D	\$ 42.75	142,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	900	D	\$ 42.76	141,199	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,100	D	\$ 42.77	138,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	4,000	D	\$ 42.8	134,099	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	5,400	D	\$ 42.81	128,699	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	4,200	D	\$ 42.82	124,499	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	3,600	D	\$ 42.85	120,899	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,000	D	\$ 42.86	119,899	I	By Trust <u>(1)</u>
Common Stock	11/08/2006	S	1,800	D	\$ 42.87	118,099	I	By Trust <u>(1)</u>

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount of Shares
			(Instr. 3, 4, and 5)	(D)				
		Code	V	(A)				
Employee Stock Option ⁽²⁾	\$ 19.46			11/08/2006				
		M		104,640	03/03/2004 ⁽³⁾	03/03/2013	Common Stock	104,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENNINGTON RICHARD C/O INTERNATIONAL GAME TECHNOLOGY 9295 PROTOTYPE DRIVE RENO, NV 89521			Executive Vice President	

Signatures

Richard Pennington 11/09/2006

 Date

**Signature of Reporting Person

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) Pennington Family Trust dated March 01, 2001
- (2) Employee Stock Option (right to buy) granted pursuant to the International Game Technology Stock Option Plan.
- (3) 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

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.