

INTERNATIONAL GAME TECHNOLOGY

Form 4

January 04, 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)
9295 PROTOTYPE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2007

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

RENO, NV 89521

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

(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, \$.00015625 par value	01/02/2007		J ⁽¹⁾		52,310 A \$ 46.2	2,804,000	I See footnote (4)
Common Stock, \$.00015625 par value	01/02/2007		J ⁽²⁾		10,110 D \$ 46.2	2,804,000	I See footnote (5)
Common Stock, \$.00015625 par value	01/02/2007		J ⁽³⁾		42,200 D \$ 46.2	2,804,000	I See footnote (6)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (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, NV 89521		X		

Signatures

/s/ Neil Barsky 01/04/2007
 **Signature of Date
 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).

Transaction is being reported voluntarily to show an internal reallocation of holdings. The transaction did not result in a change of beneficial ownership of the reported securities. These shares were reallocated from Alson Signature Fund, L.P. and Alson Signature Fund (1) I, L.P. to 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., Alson Signature Fund, L.P. and Alson Signature Fund I, L.P.

Transaction is being reported voluntarily to show an internal reallocation of holdings. The transaction did not result in a change of beneficial ownership of the reported securities. These shares were reallocated from Alson Signature Fund, L.P. to Alson Signature Fund (2) Offshore Portfolio, Ltd. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to both Alson Signature Fund, L.P. and Alson Signature Fund Offshore Portfolio, Ltd.

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- Transaction is being reported voluntarily to show an internal reallocation of holdings. The transaction did not result in a change of beneficial ownership of the reported securities. These shares were reallocated from Alson Signature Fund I, L.P. to Alson Signature Fund Offshore Portfolio, Ltd. Mr. Barsky is the managing member of Alson Capital Partners, LLC, which serves as investment adviser to both Alson Signature Fund I, L.P. and Alson Signature Fund Offshore Portfolio, Ltd.
- (3)
- (4) These shares were acquired 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.
- These shares were disposed of 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.
- (5)
- (6) These shares were disposed of 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.

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.