

INTERNATIONAL GAME TECHNOLOGY

Form 4

April 25, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PENNINGTON RICHARD

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

(Street)

RENO, NV 89521

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	04/21/2006		M		60,000	A	\$ 11.6125	131,099
								I
								By Trust (1)
Common Stock	04/21/2006		M		19,200	A	\$ 18.98	150,299
								I
								By Trust (1)
Common Stock	04/21/2006		M		5,120	A	\$ 19.46	155,419
								I
								By Trust (1)
Common Stock	04/21/2006		S		20	D	\$ 36.5	155,399
								I
								By Trust (1)
Common Stock	04/21/2006		S		16,400	D	\$ 36.63	138,999
								I
								By Trust (1)

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Common Stock	04/21/2006	S	2,200	D	\$ 36.66	136,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	400	D	\$ 36.67	136,399	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	900	D	\$ 36.69	135,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.7	135,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	800	D	\$ 36.71	134,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	7,200	D	\$ 36.72	127,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.73	127,099	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	200	D	\$ 36.74	126,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,000	D	\$ 36.75	125,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	2,200	D	\$ 36.76	123,699	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	800	D	\$ 36.77	122,899	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	100	D	\$ 36.78	122,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	300	D	\$ 36.79	122,499	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,300	D	\$ 36.8	121,199	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	10,400	D	\$ 36.82	110,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,000	D	\$ 36.84	109,799	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,500	D	\$ 36.85	108,299	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	600	D	\$ 36.86	107,699	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	3,600	D	\$ 36.87	104,099	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,100	D	\$ 36.88	102,999	I	By Trust <u>(1)</u>
	04/21/2006	S	2,600	D	\$ 36.89	100,399	I	

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Common Stock									By Trust (1)
Common Stock	04/21/2006		S	2,500	D	\$ 36.9	97,899	I	By Trust (1)
Common Stock	04/21/2006		S	300	D	\$ 36.91	97,599	I	By Trust (1)
Common Stock	04/21/2006		S	1,000	D	\$ 36.93	96,599	I	By Trust (1)
Common Stock	04/21/2006		S	100	D	\$ 36.95	96,499	I	By Trust (1)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽²⁾	\$ 11.6125	04/21/2006		M		60,000		03/23/2002 ⁽³⁾	03/23/2011	Common Stock	60,000
Employee Stock Option ⁽²⁾	\$ 18.98	04/21/2006		M		19,200		12/31/2003 ⁽³⁾	12/31/2012	Common Stock	19,200
Employee Stock Option ⁽²⁾	\$ 19.46	04/21/2006		M		5,120		03/23/2004 ⁽³⁾	03/23/2013	Common Stock	5,120

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

PENNINGTON RICHARD
9295 PROTOTYPE DRIVE
RENO, NV 89521

Executive Vice President

Signatures

Richard
Pennington

04/25/2006

 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) 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 became 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 the grant.

Remarks:

All of the transactions reported on this Form 4 were effected on Friday, April 21, 2006 and in the aggregate 74,320 shares were

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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