

DOVER DOWNS GAMING & ENTERTAINMENT INC  
 Form 4  
 January 05, 2017

**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 \*  
 MCGLYNN DENIS

2. Issuer Name and Ticker or Trading Symbol  
 DOVER DOWNS GAMING & ENTERTAINMENT INC [DDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3411 SILVERSIDE  
 ROAD, TATNALL BLDG., SUITE  
 201

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/03/2017

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

WILMINGTON, DE 19810

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$.10 par value	01/03/2017		A	15,000	A \$ 0	218,486 <sup>(1)</sup>	D
Common Stock, \$.10 par value	01/04/2017		F	6,098	D \$ 1.05	212,388 <sup>(1)</sup>	D
Common Stock, \$.10 par value						45,000	I Wife

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	(2)					(2)	(2)	Common Stock	450,600
Class A Common Stock	(2)					(2)	(2)	Common Stock	209,350

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGLYNN DENIS 3411 SILVERSIDE ROAD TATNALL BLDG., SUITE 201 WILMINGTON, DE 19810	X		President and CEO	

## Signatures

Elia D. Trowbridge via Power of Attorney Filed With the Securities & Exchange Commission

01/05/2017

\_\_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) Shares granted January 3, 2017 vest one-fifth per year beginning on the second anniversary of the grant date. Out of total securities beneficially owned in Column 5, 60,000 represent shares of restricted stock granted under the Company's Incentive Stock Plan in

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transactions exempt under Rule 16b-3 which have not yet vested (beneficial ownership in unvested shares is disclaimed for Section 16 purposes).

(2) Class A Common Stock is convertible into Common Stock at any time on a share for share basis at the option of the holder thereof.

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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