

GARTNER INC
Form 4
August 22, 2012

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KUTNICK DALE

(Last) (First) (Middle)

**56 TOP GALLANT RD, P.O. BOX
10212**

(Street)

STAMFORD, CT 06904-2212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GARTNER INC [IT]

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

08/20/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Executive Programs

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/20/2012		M	7,318 A	\$ 21.85 151,997	D	
Common Stock	08/20/2012		D	3,274 (1) D	\$ 48.84 148,723	D	
Common Stock	08/20/2012		F	1,745 (2) D	\$ 48.84 146,978	D	
Common Stock	08/20/2012		M	20,000 A	\$ 18.1 166,978	D	
Common Stock	08/20/2012		D	7,412 (1) D	\$ 48.84 159,566	D	

Edgar Filing: GARTNER INC - Form 4

Common Stock	08/20/2012	F	5,431 (2)	D	\$ 48.84	154,135	D
Common Stock	08/21/2012	S	9,456	D	\$ 49.1512 (3)	144,679	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 21.85	08/20/2012		M		7,318		02/15/2008 ⁽⁴⁾	02/15/2014	Common Stock	7,318
Stock Appreciation Rights	\$ 18.1	08/20/2012		M		20,000		02/15/2009 ⁽⁵⁾	02/15/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
KUTNICK DALE 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212	Director 10% Owner Officer Other SVP, Executive Programs

Signatures

/s/ Jane Lucas for Dale
Kutnick 08/21/2012

**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) Represents the simultaneous sale back to the issuer of this number of shares having an aggregate value, based on the market price on the date of exercise, substantially equal to the aggregate exercise price of the SAR.
- (2) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.

This transaction was executed in multiple trades at prices ranging from \$49.15 to \$49.17. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The SARs are part of an award that became exercisable in four substantially equal, annual installments commencing on 2/15/2008.
- (4) The SARs are part of an award that became exercisable in four substantially equal, annual installments commencing on 2/15/2009.

Remarks:

This amendment is being filed solely to adjust the ending beneficial ownership. The amount previously reported as beneficially

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.