

GARTNER INC
Form 4
August 22, 2012

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 *
KUTNICK DALE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
56 TOP GALLANT RD, P.O. BOX 10212

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2012

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

SVP, Executive Programs

(Street)

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

STAMFORD, CT 06904-2212

(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 | 08/20/2012 | | M | | 7,318 | A | \$ 21.85 |
| Common Stock | 08/20/2012 | | D | | 3,274 (1) | D | \$ 48.84 |
| Common Stock | 08/20/2012 | | F | | 1,745 (2) | D | \$ 48.84 |
| Common Stock | 08/20/2012 | | M | | 20,000 | A | \$ 18.1 |
| Common Stock | 08/20/2012 | | D | | 7,412 (1) | D | \$ 48.84 |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------------------------|---------|---|
| Common Stock | 08/20/2012 | F | 5,431 <u>(2)</u> | D | \$ 48.84 | 154,135 | D |
| Common Stock | 08/21/2012 | S | 9,456 | D | \$ 49.1512 <u>(3)</u> | 144,679 | D |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Rights | \$ 21.85 | 08/20/2012 | | M | 7,318 | 02/15/2008 ⁽⁴⁾ | 02/15/2014 | Common Stock |
| Stock Appreciation Rights | \$ 18.1 | 08/20/2012 | | M | 20,000 | 02/15/2009 ⁽⁵⁾ | 02/15/2015 | Common Stock |

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 SVP, Executive Programs Other |

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.

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