

GARTNER INC
Form 4
November 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(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)
11/18/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Executive Programs

6. Individual or Joint/Group Filing (Check Applicable Line)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2013		M		17,784	A	\$ 18.1
Common Stock	11/18/2013		D		5,014 (4)	D	\$ 64.21
Common Stock	11/18/2013		F		6,213 (5)	D	\$ 64.21
Common Stock	11/18/2013		M		12,129	A	\$ 11.11
Common Stock	11/18/2013		D		2,099 (4)	D	\$ 64.21

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Common Stock	11/18/2013	F	<u>4,880</u> (5)	D	\$ 64.21	61,450	D	
Common Stock	11/18/2013	M	6,000	A	\$ 22.06	67,450	D	
Common Stock	11/18/2013	D	<u>2,062</u> (4)	D	\$ 64.21	65,388	D	
Common Stock	11/18/2013	F	<u>1,916</u> (5)	D	\$ 64.21	63,472	D	
Common Stock	11/19/2013	S	8,000	D	\$ 64.4768 (6)	23,900	I	IRA
Common Stock	11/19/2013	S	13,729	D	\$ 64.4881 (7)	49,743	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	\$ 18.1	11/18/2013		M	17,784	02/15/2009 ⁽¹⁾ 02/15/2015	Common Stock
Stock Appreciation Rights	\$ 11.11	11/18/2013		M	12,129	02/11/2010 ⁽²⁾ 02/11/2016	Common Stock
Stock Appreciation Rights	\$ 22.06	11/18/2013		M	6,000	02/11/2011 ⁽³⁾ 02/11/2017	Common Stock

Reporting Owners

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

Signatures

/s/ Jane Lucas for Dale
Kutnick
11/19/2013

**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) These SARs became exercisable in four substantially equal, annual installments commencing on 2/15/2009 and are fully exercisable.
- (2) These SARs became exercisable in four substantially equal, annual installments commencing on 2/11/2010 and are fully exercisable.
- (3) These SARs become exercisable in four substantially equal, annual installments commencing on 2/11/2011.
- (4) 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 SARs.
- (5) 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 \$64.39 to \$64.56. 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.

- (7) This transaction was executed in multiple trades at prices ranging from \$64.41 to \$64.58. 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.

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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