

GARTNER INC
Form 4
November 19, 2009

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

OMB APPROVAL

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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 *
JOYCE JOHN R

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2009

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

C/O SILVER LAKE PARTNERS, L.P., 2775 SAND HILL ROAD, SUITE 100

(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

MENLO PARK, CA 94025

(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, par value \$0.0005 | 11/17/2009 | | S ⁽²⁾ | 63,061 ⁽²⁾ D \$ 20.06 ⁽³⁾ | 9,203,067 | I ⁽¹⁾ | By Silver Lake Entities ⁽¹⁾ |
| Common Stock, par value \$0.0005 | 11/18/2009 | | S ⁽⁴⁾ | 34,968 ⁽⁴⁾ D \$ 19.86 ⁽⁵⁾ | 9,168,099 | I ⁽¹⁾ | By Silver Lake Entities ⁽¹⁾ |
| Common Stock, par value | 11/19/2009 | | S ⁽⁶⁾ | 89,924 ⁽⁶⁾ D \$ 19.21 ⁽⁷⁾ | 9,078,175 | I ⁽¹⁾ | By Silver Lake Entities ⁽¹⁾ |

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pecuniary interest therein.

- (2) Of the 63,061 shares sold by the Silver Lake Entities on November 17, 2009, (i) Silver Lake Partners, L.P. sold 58,073 shares; (ii) Silver Lake Investors, L.P. sold 1,671 shares; and Silver Lake Technology Investors, L.L.C. sold 3,317 shares. Such shares were sold pursuant to a Rule 10b5-1 Sales Plan adopted by the Silver Lake Entities with respect to the Common Stock of the Issuer.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.80 to \$20.16. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (4) Of the 34,968 shares sold by the Silver Lake Entities on November 18, 2009, (i) Silver Lake Partners, L.P. sold 32,203 shares; (ii) Silver Lake Investors, L.P. sold 926 shares; and Silver Lake Technology Investors, L.L.C. sold 1,839 shares. Such shares were sold pursuant to a Rule 10b5-1 Sales Plan adopted by the Silver Lake Entities with respect to the Common Stock of the Issuer.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.70 to \$20.10. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (6) Of the 89,924 shares sold by the Silver Lake Entities on November 19, 2009, (i) Silver Lake Partners, L.P. sold 82,812 shares; (ii) Silver Lake Investors, L.P. sold 2,382 shares; and Silver Lake Technology Investors, L.L.C. sold 4,730 shares. Such shares were sold pursuant to a Rule 10b5-1 Sales Plan adopted by the Silver Lake Entities with respect to the Common Stock of the Issuer.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.03 to \$19.69. The Reporting Person undertakes to provide to the Issuer, any secure holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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