

Dawkins Alwyn
Form 4
August 14, 2018

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 *
Dawkins Alwyn

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 ROAD, P.O.
BOX 10212
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2018

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

STAMFORD, CT 06904-2212

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 08/10/2018 | | M | | 374 | \$ 0 | D | |
| Common Stock | 08/10/2018 | | F | | 174 ⁽²⁾ | \$ 140.32 | D | |
| Common Stock | 08/13/2018 | | S | | 566 | \$ 139.69 ⁽³⁾ | D | |
| Common Stock | 08/13/2018 | | M | | 18,905 | \$ 49.37 | D | |
| Common Stock | 08/13/2018 | | D | | 6,709 ⁽⁵⁾ | \$ 139.13 | D | |

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Common Stock 08/13/2018 F 5,651₍₆₎ D \$ 139.13 36,059 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | \$ 0 | 08/10/2018 | | M | 374 | <u>(1)</u> <u>(1)</u> | Common Stock |
| Stock Appreciation Rights | \$ 49.37 | 08/13/2018 | | M | 18,905 | 02/12/2014 ⁽⁴⁾ 02/12/2020 ⁽⁴⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dawkins Alwyn 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212 | | | EVP, Events | |

Signatures

/s/ Kevin Tang for Alwyn Dawkins 08/14/2018
 **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 RSUs vest in four substantially equal installments on August 10, 2018, 2019, 2020 and 2021.

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- (2) Represents shares withheld from released RSUs for the payment of applicable income and payroll withholding taxes due on release.
This transaction was executed in multiple trades at prices ranging from \$139.67 to \$139.6958. The price reported above reflects the
- (3) 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.
- (4) These SARs became exercisable in four substantially equal annual installments commencing on 2/12/2014 and are fully exercisable.
- (5) 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.
- (6) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.

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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