

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

(Last) (First) (Middle)

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

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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)

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 Ownership (Instr. 4) | | | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|--|
| | | | Code | V | Amount or Price (A) or (D) | | | | | |
| 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⁾ |

\$0.0005

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOYCE JOHN R
C/O SILVER LAKE PARTNERS, L.P.
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Signatures

/s/ Karen M. King, Attorney-in-Fact for John R. Joyce

11/19/2009

__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) Owned by Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (collectively, the "Silver Lake Entities"). Silver Lake Technology Associates, L.L.C. is the General Partner of each of Silver Lake Partners, L.P. and Silver Lake Investors, L.P. Silver Lake Partners Management Company, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Mr. Joyce is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and Silver Lake Technology Management, L.L.C., the managing member of Silver Lake Partners Management Company, L.L.C. As such, Mr. Joyce could be deemed to have a shared voting and/or dispositive power over these shares. However, Mr. Joyce disclaims beneficial ownership of these shares, except to the extent of his

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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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