#### **GODFREY DAVID**

Form 4 May 16, 2012

## FORM 4

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

OMB Number: 32

**OMB APPROVAL** 

0549 Number:
Expires:

3235-0287 January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005 Estimated average burden hours per response... 0.5

response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

Common

Stock

05/15/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Is GODFREY DAVID Symb			r Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			NER INC [IT]	(Check all applicable)			
(Last)	(First) (M	(Month/D		Director 10% Owner X Officer (give title Other (specify			
GALLANT		05/15/20	012	below) below) SVP Worldwide Sales			
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
STAMFORD, CT 06902				Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tabl	le I - Non-Derivative Securities Ac	equired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Stock	05/15/2012		M 1,018 A \$0	1,018 D			

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

F

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(9-02)

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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)	Code	5. Number to for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date U		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	05/15/2012	M	1,018	<u>(1)</u>	<u>(1)</u>	Common Stock	1,018	\$

# **Reporting Owners**

Penerting Owner Name / Address	Relationships

Director 10% Owner Officer Other

GODFREY DAVID GARTNER, INC. 56 TOP GALLANT ROAD STAMFORD, CT 06902

**SVP Worldwide Sales** 

## **Signatures**

/s/ Jane Lucas for David Godfrey 05/16/2012

\*\*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) This Restricted Stock Unit Award vests in four equal annual installments, commencing on 05/15/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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