

GARTNER INC
Form 4
February 10, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Kendall B

(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)

02/08/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Bus IT Ldrs Prod & Svcs

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	02/09/2016		M	(A) or (D) Amount 4,230 (2)	\$ 0	78,218	D
Common Stock	02/09/2016		F	(A) or (D) Amount 1,486 (5)	\$ 80.94	76,732	D
Common Stock	02/09/2016		M	(A) or (D) Amount 3,961 (2)	\$ 0	80,693	D
Common Stock	02/09/2016		F	(A) or (D) Amount 1,361 (5)	\$ 80.94	79,332	D

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

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(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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 80.06	02/08/2016		A		21,675		02/08/2017 ⁽¹⁾	02/08/2023	Common Stock
Restricted Stock Units	\$ 0	02/09/2016		M		4,230 ⁽²⁾		⁽³⁾	⁽³⁾	Common Stock
Restricted Stock Units	\$ 0	02/09/2016		A		15,844		⁽⁴⁾	⁽⁴⁾	Common Stock
Restricted Stock Units	\$ 0	02/09/2016		M		3,961 ⁽²⁾		⁽⁴⁾	⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Davis Kendall B
56 TOP GALLANT RD
P.O. BOX 10212
STAMFORD, CT 06904-2212

SVP, Bus IT Ldrs Prod & Svcs

Signatures

/s/ Clare Kretzman for Kendall B.
Davis

02/10/2016

__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 become exercisable in four substantially equal annual installments commencing on 2/8/2017.

(2) Represents shares acquired upon release of RSUs.

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- (3) These RSUs vest in four substantially equal installments, commencing on 02/09/2013. Represents 2016 installment.
- (4) These performance-based RSUs were awarded on February 9, 2015 and vest in four substantially equal annual installments, commencing on 2/9/2016, the date the performance metric was certified and the actual number of RSUs awarded was determined.
- (5) Represents shares withheld from released RSUs for the payment of applicable income and payroll withholding taxes due on release.

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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