

GARTNER INC
Form 4
February 10, 2016

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

(Last) (First) (Middle)
56 TOP GALLANT ROAD, 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
 Officer (give title below) Other (specify below)
SVP, Events

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/09/2016 | | M | | 4,230 (2) | A | \$ 0 17,769 D |
| Common Stock | 02/09/2016 | | F | | 1,486 (5) | D | \$ 80.94 16,283 D |
| Common Stock | 02/09/2016 | | M | | 3,961 (2) | A | \$ 0 20,244 D |
| Common Stock | 02/09/2016 | | F | | 1,361 (5) | D | \$ 80.94 18,883 D |

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

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SEC 1474
(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 (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 |
| Dawkins Alwyn 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212 | | | SVP, Events | |

Signatures

/s/ Clare Kretzman for Alwyn Dawkins 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 the release of RSUs.

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- (3) These RSUs vest in four substantially equal installments, commencing on 02/09/2013. Represents the 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 the 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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