

GARTNER INC
Form 4
August 13, 2014

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 *
Kranich Robin B

(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)

08/11/2014

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, Human Resource

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/11/2014 | | M | | 19,258 A \$ 11.11 | 52,826 | D |
| Common Stock | 08/11/2014 | | D | | 2,948 (3) D \$ 72.6 | 49,878 | D |
| Common Stock | 08/11/2014 | | F | | 9,104 (4) D \$ 72.6 | 40,774 | D |
| Common Stock | 08/11/2014 | | M | | 22,462 A \$ 22.06 | 63,236 | D |
| Common Stock | 08/11/2014 | | D | | 6,826 (3) D \$ 72.6 | 56,410 | D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------------------|--------|---|
| Common Stock | 08/11/2014 | F | <u>8,728</u> (4) | D | \$ 72.6 | 47,682 | D |
| Common Stock | 08/11/2014 | S | 9,910 | D | \$ 73.0224 (5) | 37,772 | D |
| Common Stock | 08/12/2014 | S | 1,200 | D | \$ 73 | 36,572 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 11.11 | 08/11/2014 | | M | 19,258 | 02/11/2010 ⁽¹⁾ 02/11/2016 ⁽¹⁾ | Common Stock |
| Stock Appreciation Rights | \$ 22.06 | 08/11/2014 | | M | 22,462 | 02/11/2011 ⁽²⁾ 02/11/2017 ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kranich Robin B 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212 | | | SVP, Human Resource | |

Signatures

/s/ Clare Kretzman for Robin B.
Kranich

08/13/2014

__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 became exercisable in four substantially equal, annual installments commencing on 2/11/2010 and are fully exercisable.
- (2) These SARs became exercisable in four substantially equal, annual installments commencing on 2/11/2011 and are fully exercisable.
- (3) 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.
- (4) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.

- This transaction was executed in multiple trades at prices ranging from \$73.00 to \$73.14. The price above reflects the weighted average
- (5) 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.

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.