

GARTNER INC
Form 4
February 13, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GODFREY DAVID

(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)
02/09/2017

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 Worldwide Sales

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	02/09/2017		M	3,961 (1) A \$ 0	15,836	D	
Common Stock	02/09/2017		F	1,361 (5) D \$ 100.27	14,475	D	
Common Stock	02/10/2017		M	4,688 (1) A \$ 0	19,163	D	
Common Stock	02/10/2017		F	2,117 (5) D \$ 101.02	17,046	D	
Common Stock	02/12/2017		M	3,892 (1) A \$ 0	20,938	D	

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Common Stock 02/12/2017 F 1,905 D \$ 101.02 19,033 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	02/09/2017		M	3,961 (1)	(2) (2)	Common Stock	3,961
Restricted Stock Units	\$ 0	02/10/2017		M	4,688 (1)	(3) (3)	Common Stock	4,688
Restricted Stock Units	\$ 0	02/12/2017		M	3,892 (1)	(4) (4)	Common Stock	3,892

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODFREY DAVID 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212			SVP Worldwide Sales	

Signatures

/s/ Clare Kretzman for David Godfrey 02/13/2017

__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) Represents shares acquired upon release of RSUs.
- (2) These RSUs vest in substantially equal installments, commencing on 02/09/2016. Represents the 2017 installment.
- (3) These RSUs vest in substantially equal installments, commencing on 02/10/2015. Represents the 2017 installment.
- (4) These RSUs vest in substantially equal installments, commencing on 02/12/2014. Represents the 2017 installment.
- (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. 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.