

GARTNER INC
Form 4
May 25, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAERN PER ANDERS

(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)

05/23/2016

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, Consulting

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/23/2016		M		5,059	A \$ 37.81	15,391 D
Common Stock	05/23/2016		D		1,936 (5)	D \$ 98.84	13,455 D
Common Stock	05/23/2016		F		1,528 (6)	D \$ 98.84	11,927 D
Common Stock	05/23/2016		M		4,726	A \$ 49.37	16,653 D
Common Stock	05/23/2016		D		2,361 (5)	D \$ 98.84	14,292 D

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Common Stock	05/23/2016	F	1,157 (6)	D	\$ 98.84	13,135	D
Common Stock	05/23/2016	M	5,020	A	\$ 64.64	18,155	D
Common Stock	05/23/2016	D	3,284 (5)	D	\$ 98.84	14,871	D
Common Stock	05/23/2016	F	850 (6)	D	\$ 98.84	14,021	D
Common Stock	05/23/2016	M	4,714	A	\$ 77.92	18,735	D
Common Stock	05/23/2016	D	3,717 (5)	D	\$ 98.84	15,018	D
Common Stock	05/23/2016	F	488 (6)	D	\$ 98.84	14,530	D
Common Stock	05/23/2016	S	10,332	D	\$ 99.1247 (7)	4,198	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)
						Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 37.81	05/23/2016		M	5,059	02/09/2013 ⁽¹⁾ 02/09/2019 ⁽¹⁾	Common Stock
Stock Appreciation Rights	\$ 49.37	05/23/2016		M	4,726	02/12/2014 ⁽²⁾ 02/12/2020 ⁽²⁾	Common Stock

Stock								
Appreciation	\$ 64.64	05/23/2016	M	5,020	02/10/2015 ⁽³⁾	02/10/2021 ⁽³⁾	Common	Stock
Rights								
Stock								
Appreciation	\$ 77.92	05/23/2016	M	4,714	02/09/2016 ⁽⁴⁾	02/09/2022 ⁽⁴⁾	Common	Stock
Rights								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAERN PER ANDERS 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212			SVP, Consulting	

Signatures

/s/ Clare Kretzman for Per Anders
Waern

05/25/2016

__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 became exercisable in four substantially equal, annual installments commencing on 2/9/2013.
 - (2) These SARs became exercisable in four substantially equal annual installments commencing on 2/12/2014.
 - (3) These SARs become exercisable in four substantially equal annual installments commencing on 02/10/2015.
 - (4) These SARs become exercisable in four substantially equal annual installments commencing on 2/9/2016.
 - (5) 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.
 - (6) 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 \$99.06 to \$99.165. The price reported reflects the weighted
- (7) average 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.

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