

GARTNER INC
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 3) (1)

Gartner Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

366651107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[] Rule 13d-1(b)

[] Rule 13d-1(c)

[X] Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

=====
(Continued on following page(s))

CUSIP NO. 366651107

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. ABOVE PERSON

IMS Health Incorporated 06-1506026

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ()

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 366651107

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. ABOVE PERSON

IMS Health Licensing Associates, L.P. 98-0137321

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
-0-

6. SHARED VOTING POWER
-0-

7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ()

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Gartner Inc.

ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE
OFFICES

56 Top Gallant Road, Stamford, Connecticut 06904-2212

ITEM 2 (a). NAME OF PERSON FILING

IMS Health Incorporated ("IMS HEALTH") and its subsidiary,
IMS Health Licensing Associates, L.P. ("IMSHLA")

ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The principal business office of IMS HEALTH is located at 1499 Post Road,
Fairfield, Connecticut 06430. The principal business office of IMSHLA is located
at Dorfplatz 4, 6330 CHAM Switzerland.

ITEM 2 (c). CITIZENSHIP

IMS HEALTH is incorporated under the laws of the State of Delaware. IMSHLA is a
limited partnership established under the laws of the State of Delaware.

ITEM 2 (d). TITLE OF CLASS OF SECURITIES

Class A Common Stock

ITEM 2 (e). CUSIP NUMBER

366651107

ITEM 3.

Not Applicable

ITEM 4. OWNERSHIP

The following information is provided as of December 31, 2001:

(a) Amount Beneficially Owned:

IMS HEALTH - None
IMSHLA - None

(b) Percent of Class:

IMS HEALTH - None
IMSHLA - None

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(c) NUMBER OF SHARES AS TO WHICH IMS HEALTH and IMSHLA HAVE:

(i) sole power to vote or to direct the vote:

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IMS HEALTH - None
IMSHLA - None

(ii) shared power to vote or to direct the vote:
IMS HEALTH - None
IMSHLA - None

(iii) sole power to dispose or to direct the disposition of:
IMS HEALTH - None
IMSHLA - None

(iv) shared power to dispose or to direct the disposition of:
IMS HEALTH - None
IMSHLA - None

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of the more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2002

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IMS HEALTH INCORPORATED

By: /s/ Robert H. Steinfeld

Name: Robert H. Steinfeld
Title: Senior Vice President,
General Counsel and
Corporate Secretary

IMS HEALTH LICENSING ASSOCIATES, L.P.

By: /s/ PETER ECSHER

Peter Ecsher, on behalf of
the General Partner,
IMS AG

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AGREEMENT

Fairfield, CT
February 14, 2002

IMS Health Incorporated ("IMS HEALTH") and IMS Health Licensing Associates, L.P. ("IMSHLA") hereby agree to file a joint Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of common stock issued by Gartner Inc.

IMS HEALTH and IMSHLA state they are each entitled to individually use Schedule 13G pursuant to Rule 13d-1 (d) of the Act.

Each of IMS HEALTH and IMSHLA are responsible for the timely filing of the statement and any amendments thereto and for the completeness and accuracy of the information concerning each of them contained therein, but none is responsible for the completeness or accuracy of the information concerning the other.

IMS HEALTH INCORPORATED

By: /s/ Robert H. Steinfeld

Name: Robert H. Steinfeld
Title: Senior Vice President
General Counsel and
Corporate Secretary

IMS HEALTH LICENSING ASSOCIATES, L.P.

By: /s/ PETER ECSHER

Peter Escher, on behalf of
the General Partner,

