

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GARTNER GROUP, Inc

(Name of Issuer)

Common Stock, Class A

(Title of Class of Securities)

366651107

(CUSIP Number)

Check the following box if a fee is being paid with this statement (). (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*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))

Page 1 of 8 Pages

SCHEDULE 13G

CUSIP NO. 366651107

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

Cognizant Corporation 06-1450569

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 5. SOLE VOTING POWER
31,701,369

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER
16,497,728

7. SOLE DISPOSITIVE POWER
31,701,369

8. SHARED DISPOSITIVE POWER
16,497,728

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,199,097

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 51.2%

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP NO. 366651107

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

Cognizant Enterprises, Inc. 13-3528119

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

5. SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY
EACH

6. SHARED VOTING POWER

13,257,728

REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

13,257,728

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

13,257,728

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.4%

12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP NO. 366651107

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

Nielsen Media Research, Inc. 06-1463993

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

5. SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY
EACH

6. SHARED VOTING POWER

3,240,000

REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

3,240,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

3,240,000

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.5%

12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1 (a). NAME OF ISSUER
Gartner Group, Inc.

ITEM 1 (b). ADDRESS OF ISSUERS PRINCIPAL EXECUTIVE
OFFICES
56 Top Gallant Road, Stamford, Connecticut 06904-2212

ITEM 2 (a). NAME OF PERSON FILING
Cognizant Corporation(Cognizant)and its wholly-
owned subsidiaries, Cognizant Enterprises, Inc. (CEI)and
Nielsen Media Research, Inc. (NMR)(successor filers to
The Dun & Bradstreet Corporation and its wholly-owned
subsidiaries as a result of a reorganization effected on
November 1, 1996)

ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE
The principal business offices of Cognizant and CEI are located
at 200 Nyala Farms, Westport, Connecticut 06880. The
principal business offices of NMR are located at 299
Park Avenue, New York, New York 10171.

ITEM 2 (c). CITIZENSHIP
Cognizant, CEI and NMR are incorporated in the State of
Delaware

ITEM 2 (d). TITLE OF CLASS OF SECURITIES
Common Stock, Class A

ITEM 2 (e). CUSIP NUMBER
366651107

ITEM 3.
Not Applicable

ITEM 4. OWNERSHIP
The following information is provided as of December 31,
1996:
(a) Amount Beneficially Owned
Cognizant is the owner of record and beneficially of
30,041,369 shares of Class A Common Stock, 1,600,000
shares of Class B Common Stock which are convertible
into Class A Common Stock and a Warrant to purchase 60,000
shares of Class A Common Stock. CEI is the owner of record
and beneficially of 13,257,728 shares of Class A Common
Stock. NMR is the owner of record and beneficially of
2,700,000 shares of Class A Common Stock and a warrant to
purchase 540,000 shares of Class A Common Stock. Cognizant,
as the owner of 100% of the voting stock of CEI and NMR, may
also be deemed to be a beneficial owner of the shares
and warrants held by them, for an aggregate beneficial
ownership by Cognizant of 48,199,097 shares.

- (b) Percent of Class:
 - Cognizant - 51.2% (this percentage calculation assumes the conversion of the 1,600,000 shares of Class B Common Stock and the conversion of the 600,000 Warrants)
 - CEI - 14.4%
 - NMR - 3.5% (this percentage calculation assumes the conversion of 540,000 of the Warrants)

- (c) NUMBER OF SHARES AS TO WHICH COGNIZANT, CEI AND NMR HAVE:
 - (i) sole power to vote or to direct the vote:
 - Cognizant - 31,701,369 (includes 1,600,000 shares issuable upon conversion of the Class B Common Stock and 60,000 shares issuable pursuant to the Warrants)
 - CEI - None
 - NMR - None
 - (ii) shared power to vote or to direct the vote:
 - Cognizant - 16,497,728 (includes 540,000 shares issuable pursuant to the Warrants)
 - CEI - 13,257,728
 - NMR - 3,240,000 (includes 540,000 shares issuable pursuant to the Warrants)
 - (iii) sole power to dispose or to direct the disposition of:
 - Cognizant - 31,701,369 (includes 1,600,000 shares issuable upon conversion of the Class B Common Stock and 60,000 shares issuable pursuant to the Warrants)
 - CEI - None
 - NMR - None
 - (iv) shared power to dispose or to direct the disposition of :
 - Cognizant - 16,497,728 (includes 540,000 shares issuable pursuant to the Warrants)
 - CEI - 13,257,728
 - NMR - 3,240,000 (includes 540,000 shares issuable pursuant to the Warrants)

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS
 Not Applicable

 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
See item 2 (a)

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

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 7, 1997

COGNIZANT CORPORATION

By /s/ Kenneth S. Siegel

Name: Kenneth S. Siegel
Title: Senior Vice President
& General Counsel

COGNIZANT ENTERPRISES, INC.

By /s/ Susan H. Reynolds

Name: Susan H. Reynolds
Title: Secretary

NIELSEN MEDIA RESEARCH, INC.

By /s/ Susan H. Reynolds

Name: Susan H. Reynolds
Title: Secretary

AGREEMENT

Westport, CT
February 7, 1997

Cognizant Corporation (Cognizant), Cognizant Enterprises, Inc. (CEI) and Nielsen Media Research, Inc. (NMR) 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 the Gartner Group, Inc.

Cognizant, CEI and NMR state they are all entitled to individually use Schedule 13G pursuant to Rule 13d-1 (c) of the Act.

Each of Cognizant, CEI and NMR 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.

COGNIZANT CORPORATION

By: /s/ Kenneth S. Siegel

Name: Kenneth S. Siegel,
Title: Senior Vice President
& General Counsel

COGNIZANT ENTERPRISES, INC.

By: /s/ Susan H. Reynolds

Name: Susan H. Reynolds
Title: Secretary

NIELSEN MEDIA RESEARCH, INC.

By: /s/ Susan H. Reynolds

Name: Susan H. Reynolds
Title: Secretary