SEC Form 4

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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
nstruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ant to Section 16(a) of the Securities Exchange a A at at 1024

OMB APPROVAL					
OMB Number: 3235-0287					
Estimated average burden					
hours per response:	0.5				

Instruct	on 1(b).			File					a) of the Secu Investment C				1934			<u> </u>			
					. Issuer Name and Ticker or Trading Symbol <u>GARTNER INC</u> [IT]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner							
					Date of Earliest Transaction (Month/Day/Year) 1/03/2006							Officer (give title Other (specify below) below)							
(Street) SAN FRANCISCO CA 94133					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City) (State) (Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) Date (Month/Day/N					Execution Date,			Code (Ins	Transaction Disposed Of (D) (Instr. 3, 4 a Code (Instr.			and 5) Securities Beneficially Owned Following			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code V		Amount	(A) (D)	or Pr	rice	Reported Transactio (Instr. 3 an				(Instr. 4)	
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/Ye	Code (Instr.		tion Derivative		6. Date Exercisa Expiration Date (Month/Day/Yea			of Securities		vative	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)	
				Co	de	v	(A)	(D)	Date Exercisable		Expiration Date	Title		unt or ber of es		Transaction (Instr. 4)			
Common Stock Equivalents (CSE)	\$0	01/03/2006		P			1,056.88		(1)		(1)	Common Stock	1,05	56.88	(2)	7,099.	.51	D ⁽³⁾	
	d Address of I	Reporting Person [*] $\underline{\mathrm{CY}}$ W																	
(Last) 435 PACI		(First) UE, FOURTH F	(Middle)																
(Street) SAN FRA	ANCISCO	СА	94133																
(City)		(State)	(Zip)																
	d Address of <u> RTNERS</u> 	Reporting Person [*] LLC																	
(Last) 435 PACI	FIC AVEN	(First) UE	(Middle)																
FOURTH FLOOR																			
(Street) SAN FRA	ANCISCO	CA	94133																
(City)		(State)	(Zip)																

Explanation of Responses:

1. These shares are Common Stock Equivalents received as compensation for service as an outside director of Gartner, Inc. They were granted under the Company's 2003 Long-Term Incentive Plan (LTIP). The Common Stock Equivalents convert into Gartner Common Stock on the date the outside director's continuous status as a director terminates, or as otherwise provided in the 2003 LTIP.

2. Column 8 is not a required reportable field.

3. Under an agreement with ValueAct Capital, Jeffrey W. Ubben is deemed to hold the Common Stock Equivalents for the benefit of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. and indirectly for VA Partners, LLC as General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. Jeffrey W. Ubben is a director of Gartner, Inc. and Managing Member of VA Partners, LLC. Peter H. Kamin and George F. Hamel, J. and Madarge Members of VA Partners, LLC, the General Partner of VAlueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P.. The reporting persons disclaim beneficial ownership of the reported options except to the extent of their pecuniary interest therein.

Remarks:

Joint Filer Information Name: ValueAct Capital Master Fund, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: January 3, 2006 Name: ValueAct Capital Partners Co-Investors, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: January 3, 2006 Name: VA Partners, L.L.C. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: January 3, 2006 Name: George F. Hamel, Jr. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated

Filer: Jeffrey W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: January 3, 2006 Name: Peter H. Kamin Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: January 3, 2006

By: /s/ Jeffrey W. Ubben	01/04/2006
VALUEACT CAPITAL MASTER FUND, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER By: /s/ George F. Hamel, Jr., Managing Member	<u>01/04/2006</u>
VALUEACT CAPITAL PARTNERS CO-INVESTORS, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER By: /s/ George F. Hamel, Jr., Managing Member	<u>01/04/2006</u>
<u>VA PARTNERS, L.L.C. By: /s/</u> <u>George F. Hamel, Jr., Managing</u> <u>Member</u>	<u>01/04/2006</u>
<u>By: /s/ George F. Hamel, Jr.</u> <u>By: /s/ Peter H. Kamin</u> ** Signature of Reporting Person	01/04/2006 01/04/2006 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.