SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HALL EUGENE A					Name and Ticker	• •	mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ALL LUGE	INE A				L	1		X	Director	10% C	Dwner	
(Last)	(First)	(Middle)						x	Officer (give title below)	Other below)	(specify)	
56 TOP GALLANT ROAD				3. Date of Earliest Transaction (Month/Day/Year) 02/15/2007				CEO				
P.O. BOX 10212												
(Street)			4.	If Ame	ndment, Date of O	riginal Filed (I	Month/Day/Year)	6. Indiv	idual or Joint/Group	Filing (Check App	olicable Line)	
STAMFORD CT 06904-2212								X	Form filed by One Form filed by More			
(City)	(State)	(Zip)							i onn med by word			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)		2. Transactio	ion	2A. Deemed	3.	4. Securities Acquired (A) of	or	5. Amount of	6. Ownership	7. Nature of	

. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(org), paro, variante, optiono, contention coounties,														
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. Transa Code (8)		5. Number Derivative Securities Acquired (A Disposed o (D) (Instr. 3 and 5)	A) or	Expiration Date (Month/Day/Year) Of Sect (Month/Day/Year) Underf Derivat (Instr.:		nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Appreciation Rights	\$21.85	02/15/2007		Α		210,139		02/15/2008 ⁽¹⁾	02/15/2014	Common Stock	210,139	\$0	210,139	D	
Restricted Stock Units	\$0.0005	02/15/2007		Α		131,580 ⁽³⁾		(2)	(2)	Common Stock	131,580	\$0	335,580	D	

Explanation of Responses:

1. The stock appreciation right becomes exercisable in four substantially equal annual installments commencing on 2/15/2008.

2. The RSUs vest in four equal annual installments, beginning on May 15, 2007. The actual number of RSUs granted depends upon the achievement of certain targets set by the Compensation Committee for Gartner?s 2006 Total Sales Bookings for its Research segment. The actual number of RSUs may be between 0% and 200% of the target number depending on whether and the extent to which the targets are achieved.

3. The RSUs reported represent an adjustment to a target number of RSUs previously awarded on March 15, 2006. The actual number finally awarded depended upon the achievement of certain 2006 performance criteria set by the Compensation Committee. On February 15, 2007, the Committee finally determined the achievement of the 2006 performance criteria; accordingly, 164.5% of the target number of RSUs was the number of RSUs finally awarded. The number of RSUs reported on this filing represents the difference between the actual number finally awarded and the target number previously reported. The RSUs vest in four equal annual installments, beginning on May 15, 2007.

Remarks:

On November 9, 2005, Gartner and Eugene A. Hall, its chief executive officer, agreed to cancel Mr. Hall?s existing 500,000 share restricted stock award and replace it with a new award for the same amount of shares and on similar terms. This was done for tax reasons and the number of shares of restricted stock issued to Mr.Hall remains unchanged. By issuing the restricted stock award under its stockholder approved 2003 Long Term Incentive Plan, Gartner will be able to take a tax deduction when and if the restricted stock issued to Mr.Hall remains unchanged. By issuing the restricted stock award under its stockholder approved 2003 Long Term Incentive Plan, Gartner will be able to take a tax deduction on the award in its current form because the award had been made as an inducement grant, and consequently was not issued pursuant to a stockholder approved plan. Gartner and Mr.Hall have entered into (i) a Termination of Restricted Stock Agreement to cancel the original award of 500,000 shares of restricted stock which was made on October 15, 2004; and (ii) a Restricted Stock Agreement which makes a new grant to him of 500,000 shares of restricted stock which was made on October 15, 2004; and (ii) a Restricted Stock Agreement which makes a new grant to him of 500,000 shares of restricted stock under Gartner?s 2003 Long Term Incentive Plan. Similarly to the grant being cancelled, the restrictions on this new grant lapse as to (i) 300,000 shares when the Company?s Common Stock trades at an average price of \$20 or more for sixty (60) consecutive trading days, (ii) 100,000 shares when the Company?s Common Stock trades at an average price of \$25 or more for sixty (60) consecutive trading days, and (iii) 100,000 shares when the Company?s Common Stock trades at an average price of \$25 or more for sixty (60) consecutive trading days, and (iii) a date. Notwithstanding the preceding sentence, all restrictions shall lapse in full upon a change in control.

<u>/s/ Kevin Feeney for Eugene A.</u>	02/20/2007
Hall	02/20/2007

Date

** Signature of Reporting Person

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.

Exibit 24 POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints each of Lewis G. Schwartz, Lisa Nadler, Kevin Feeney and Clare Kretzman, signing singly, the undersigned's true and lawful attorney-in-fact to: Execute for and on behalf of (1)the undersigned, in the undersigned's capacity as an Executive Officer and/or Director of Gartner, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; Do and perform any and (2) all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-factfull power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done

by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8 day of __August__, 2006. /s/ Eugene Hall____ Signature Eugene Hall_ Print Name 323703 v.02