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
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Addre UBBEN JEF	1 0	Person*	2. 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 10% Owner
(Last) 435 PACIFIC A	(First) (Middle) PACIFIC AVENUE, FOURTH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 10/03/2011	Officer (give title Other (specify below) below)
(Street) SAN FRANCISCO	СА	94133	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)	2. Transaction Date (Month/Day/Year)		3. Transa Code (l 8)	ction	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)

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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 Transaction(s) (Instr. 4)	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				
Common Stock Equivalents (CSE)	\$0	10/03/2011		A		209		(1)	(1)	Common Stock	209	\$0	16,305	D ⁽²⁾⁽³⁾	

Explanation of Responses:

1. These 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 (2003 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. 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. & indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the membership interests of ValueAct Capital Management, L.P. as the capital water of the membership interests of ValueAct Capital Management, L.P. as the membership interest of ValueAct Capital Management, L.P. as the membership interest of ValueAct Capital Management, L.P. as the capital water of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

<u>/s/ Jeffrey W. Ubben, Member,</u> <u>VA Partners I, LLC</u> <u>10/05/2011</u>

** Signature of Reporting Person 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.