

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934)

(AMENDMENT NO. 4)

(FINAL AMENDMENT)

GARTNER GROUP, INC.
(NAME OF ISSUER)

GARTNER GROUP, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, CLASS A, PAR VALUE \$0.0005 PER SHARE
COMMON STOCK, CLASS B, PAR VALUE \$0.0005 PER SHARE
(TITLE OF CLASS OF SECURITIES)

366651 10 7 (CLASS A COMMON STOCK)
366651 20 6 (CLASS B COMMON STOCK)
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL D. FLEISHER
GARTNER GROUP, INC.
56 TOP GALLANT ROAD
STAMFORD, CT 06904
(203) 964-0096

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPY TO:

HOWARD S. ZEPRUN, ESQ.
WILSON SONSINI GOODRICH & ROSATI
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

JULY 27, 1999
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

This Amendment No. 4 to the Issuer Tender Offer Statement on Schedule 13E-4 originally filed with the Securities and Exchange Commission on July 27, 1999 (the "Schedule 13E-4") relates to the offer by Gartner Group, Inc., a Delaware corporation (the "Company" or the "Issuer"), to purchase up to 15,700,000 shares of its Common Stock, par value \$0.0005 per share, consisting of 9,600,000 shares of Common Stock, Class A ("Class A Common Stock") and 6,100,000 shares of Common Stock, Class B ("Class B Common Stock"; together with the Class A Common Stock, the "Common Stock" or the "Shares"). The Company offered to purchase such shares at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), which Offer was intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

This Amendment constitutes the final amendment to the Schedule 13E-4 in accordance with Rule 13e-4(c)(3) under the Exchange Act and General Instruction D to Schedule 13E-4.

ITEM 8. ADDITIONAL INFORMATION.

Item 8(e) is hereby amended and supplemented to add the following information:

The Offer expired at 12:00 Midnight, New York City time, on Tuesday, August 31, 1999. On Wednesday, September 8, 1999, the Company announced the final results of the Offer. The Offer was oversubscribed and, in accordance with the terms of the Offer, the Company repurchased a total of 9,636,247 shares of Class A Common Stock at a purchase price of \$21.75 per share and a total of 6,123,032 shares of Class B Common Stock at a purchase price of \$21.875 per share. With respect to both the Class A Common Stock and the Class B Common Stock, the additional shares that the Company elected to purchase did not exceed 2% of the outstanding shares of such class, calculated in accordance with Rule 13e-4(f)(1)(ii) and Section 14(d)(3) of the Exchange Act. The proration factor for the Class A Common Stock is 82.84823%, and the Company is repurchasing 100% of the Class B Common Stock validly tendered at or below the purchase price of \$21.875 per share.

All holders of fewer than 100 shares of Class A Common Stock who validly tendered at or below the \$21.75 per share purchase price for the Class A Common Stock are not subject to proration.

No further shares will be purchased under the Offer, and upon payment in full of the purchase price in respect of all validly tendered and purchased shares, the Offer is completed.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 of Schedule 13E-4 is hereby amended and supplemented to add the following exhibit:

(a)(16) Press Release dated September 8, 1999.

SIGNATURE

After due 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: September 10, 1999

GARTNER GROUP, INC.

By: /s/ MICHAEL D. FLEISHER

Name: Michael D. Fleisher
Title: Executive Vice President
and
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
(a)(16)	Press Release dated September 8, 1999.

FOR IMMEDIATE RELEASE

GARTNER GROUP, INC. ANNOUNCES FINAL RESULTS OF
'DUTCH AUCTION' TENDER OFFER

Stamford, Conn. - September 8, 1999 - Gartner Group, Inc. (NYSE: IT), the world's leading authority on information technology (IT), today announced the final results of its Dutch Auction tender offer which expired on August 31, 1999. The company announced that it has purchased a total of 15,759,279 shares, comprised of 9,636,247 shares of Class A Common Stock at a purchase price of \$21.75 per share and 6,123,032 shares of Class B Common Stock at a purchase price of \$21.875 per share.

The purchase price for the Class A Common Stock remained identical to the purchase price preliminarily announced on September 1, 1999, while the purchase price for the Class B Common Stock is slightly higher than the price of \$21.50 per share preliminarily announced on such date, due to a final determination of proper tenders of shares. The final proration factor for the Class A Common Stock is 82.85 percent, while the company is purchasing 100 percent of the Class B Common Stock tendered at or below the purchase price of \$21.875 per share. All holders of fewer than 100 shares of Class A Common Stock who validly tendered at or below the settlement prices will not be subject to proration.

The depositary for the offer will promptly issue payment for the shares accepted under the offer and return all shares tendered in excess of this price and shares not accepted because of proration. The shares purchased represent about 15 percent of the approximately 104.7 million shares outstanding immediately prior to the offer.

About GartnerGroup

As the world's leading authority on IT, GartnerGroup provides clients with a wide range of products and services in the areas of IT advisory services, measurement, research, decision support, analysis and consulting. Founded in 1979, with headquarters in Stamford, Conn., GartnerGroup is at the center of a global community serving Fortune 1000 companies from 80 locations worldwide. GartnerGroup's unique capabilities and resources help bring clarity to the direction of the world's hottest and most volatile industry. Additional information about the company is available on the World Wide Web at www.gartner.com.

#