
OMB APPROVAL

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THIS PAPER DOCUMENT IS BEING
SUBMITTED TO RULE 101(d) OF REGULATION S-T.

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) and(d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2
(Amendment No.)1

Gartner Group, Inc.
(Name of Issuer)

Common Stock, Class B, par value \$0.0005 per share
(Title of Class of Securities)

366651206
(CUSIP Number)

February 16, 2000
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)
X Rule 13d-1(c)
Rule 13d-1(d)

1 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 the 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 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).

=====
CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

** The reporting persons making this filing hold an aggregate of 1,899,180 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 532,400

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 532,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

532,400

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

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

1.5 %

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

=====
CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 528,100

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

SHARED DISPOSITIVE POWER

PERSON WITH 8 528,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

528,100

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

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

1.5 %

12 TYPE OF REPORTING PERSON*

PN

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=====
CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 92,980

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

SHARED DISPOSITIVE POWER

PERSON WITH 8 92,980

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,980

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

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

0.3 %

TYPE OF REPORTING PERSON*

12 PN

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=====
CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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Delaware

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 151,080

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

SHARED DISPOSITIVE POWER

PERSON WITH 8 151,080

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

151,080

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

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

0.4 %

12 TYPE OF REPORTING PERSON*

PN

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
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Tinicum Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

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New York

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 40,340

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

SHARED DISPOSITIVE POWER

PERSON WITH 8 40,340

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,340

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

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

0.1 %

12 TYPE OF REPORTING PERSON*

PN

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 CUSIP No. 366651206
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Management, L.L.C.

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(a) []

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Delaware

 NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

 BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 554,280

 EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

 SHARED DISPOSITIVE POWER

PERSON WITH 8 554,280

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

554,280

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

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

1.6 %

 12 TYPE OF REPORTING PERSON*

IA, 00

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

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Delaware

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,344,900

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

SHARED DISPOSITIVE POWER

PERSON WITH 8 1,344,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,344,900

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

[]

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

3.9 %

12 TYPE OF REPORTING PERSON*

00

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CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Enrique H. Boilini

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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Argentina

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

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South Africa

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
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Joseph F. Downes

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS
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William F. Duhamel

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
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Fleur E. Fairman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,344,900

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,344,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,344,900

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

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

3.9 %

12 TYPE OF REPORTING PERSON*

IN

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=====
CUSIP No. 366651206
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jason M. Fish

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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 CUSIP No. 366651206
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Andrew B. Fremder

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(a) []

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United States

 NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

 BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

 EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

 PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

 12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
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Richard B. Fried

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(a) []

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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 1 NAMES OF REPORTING PERSONS
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William F. Mellin

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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United States

 NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

 BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

 EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

 PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

 12 TYPE OF REPORTING PERSON*

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Stephen L. Millham

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 366651206
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1 NAMES OF REPORTING PERSONS
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Meridee A. Moore

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(a) []

(b) [X] **

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS
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Thomas F. Steyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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United States

NUMBER OF SOLE VOTING POWER

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BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS
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Mark C. Wehrly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X] **

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United States

NUMBER OF SOLE VOTING POWER

SHARES 5 -0-

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6 1,899,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7 -0-

PERSON WITH SHARED DISPOSITIVE POWER

8 1,899,180

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,899,180

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

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

5.5 %

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Issuer

(a) Name of Issuer:

Gartner Group, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

56 Top Gallant Road, P.O. Box 10212, Stamford, CT 06904-2212

Item 2. Identity And Background.

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of Common Stock, Class B, par value \$ 0.0005 per share (the "Shares") of the Company. The CUSIP number of the Shares is 366651206.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Partnerships

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tincum are together referred to herein as the "Partnerships."

The Management Company

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").²

The General Partner Of The Partnerships

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

The Managing Members Of the General Partner And The Management Company

- (viii) The following twelve persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: Enrique H. Boilini ("Boilini"), David I. Cohen ("Cohen"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Jason M. Fish ("Fish"), Andrew B. Fremder ("Fremder"), Richard B. Fried ("Fried"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Meridee A. Moore ("Moore"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly"); and
- (ix) the thirteenth managing member of the General Partner, Fleur E. Fairman ("Fairman"), with respect to the Shares held by the Partnerships.

Boilini, Cohen, Downes, Duhamel, Fairman, Fish, Fremder, Fried, Mellin, Millham, Moore, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen other than (i) Enrique H. Boilini who is an Argentinean citizen and (ii) David I. Cohen who is a South African citizen.

The address of the principal business office of each of the Reporting Persons other than Enrique Boilini is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of Enrique Boilini is c/o Farallon Capital Management, L.L.C., 75 Holly Hill Lane, Greenwich, Connecticut 06830.

Item 3. If This Statement Is Filed Pursuant To Rule 13d-1(b), Or 13d-2(b) Or (c), Check Whether The Person Filing Is An Entity Specified in (a) - (j):

- - - - -

2 Of the Shares reported by the Management Company on behalf of the Managed Accounts, 19,740 Shares (equal to approximately 0.06% of the total Shares currently outstanding) are held by The Absolute Return Fund of The Common Fund, a non-profit corporation whose principal address is 450 Post Road East, Westport, Connecticut 06881.

Not Applicable.

If This Statement Is Filed Pursuant To Rule 13d-1(c), Check This Box.
[X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.³

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The twelve Individual Reporting Persons who are managing members of both the General Partner and the Management Company may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Fairman, as a managing member of only the General Partner, may be deemed to be the beneficial owner of all such Shares held by the Partnerships. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A 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

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

Not Applicable.

Item 9. Notice Of Dissolution Of Group

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3 In addition to the securities reported on the cover pages of this Schedule 13G, certain of the Reporting Persons own in total 919,750 shares (or 1.7% of the outstanding class) of Common Stock, Class A, par value \$0.0005 per share, of the Company.

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 24, 2000

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.,
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

Joseph F. Downes, individually and as
attorney-in-fact for each of Enrique H. Boilini,
David I. Cohen, William F. Duhamel,
Fleur E. Fairman, Jason M. Fish, Andrew B. Fremder,
Richard B. Fried, William F. Mellin, Stephen L.
Millham, Meridee A. Moore, Thomas F. Steyer
and Mark C. Wehrly.

The Powers of Attorney, each executed by Boilini, Cohen, Fairman, Fish, Fremder, Mellin, Millham, Moore and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference.