SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	34
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person [*] <u>UBBEN JEFFREY W</u>					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 X 10% Owner						
(Last) (First) (Middle) 435 PACIFIC AVENUE, FOURTH FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 04/01/2005									Officer (below)	(give title		Other (below)	(specify		
(Street) SAN CA 94133 FRANCISCO			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)	(S	tate)	(Zip)																
			ble I - Non						, Dis		,					1			
1. Title of Security (Instr. 3)				2. Transad Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Yea		Code (Instr.							i Iy	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									v	Amount	(A) or (D) Pr		се	Transaction(s) (Instr. 3 and 4)				(1130. 4)	
			Table II - [(ecurities alls, warr								wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Coc	isactior e (Instr		re es I (A) sed str.	6. Date E Expiratio (Month/D	on Dat		7. Title an of Securit Underlyin Security (4)	ties 1g Deriva	ative	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporte	ve es ally Ig d	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Cod	e V	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	Amou Numb Share	er of	Transac (Instr. 4)					
Common Stock Equivalents (CSE)	\$0	04/01/2005		А		1,439.79		(1)		(1)	Common Stock Class A	1,43	9.79	(2)	3,589	0.03	D ⁽³⁾		
	d Address of <u>JEFFRI</u>	Reporting Person [*]		1								1					*	•	
(Last) 435 PAC	IFIC AVEN	(First) IUE, FOURTH F	(Middle))															
(Street) SAN FRA	ANCISCO	CA	94133																
(City)		(State)	(Zip)																
	d Address of RTNERS	Reporting Person [*]																	
(Last) 435 PACI FOURTH	IFIC AVEN I FLOOR	(First) UE	(Middle))															
(Street)	ANCISCO	СА	94133																

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 the Gartner Class A 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.

(State)

(Zip)

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. after W. Ubben is a director of Gartner, Inc. and Managing Members of VA Partners, LLC. Peter H. Kamin and George F. Hamel, Jr. are Managing 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:

(City)

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: April 1, 2005 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: April 1, 2005 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: April 1, 2005 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: April 1, 2005 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: April 1, 2005 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: April 1, 2005 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: April 1, 2005 Name: George F. Hamel, Jr. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Issuer Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: Jeffrey W. Ubben Is

W. Ubben Issuer and Ticker Symbol: Gartner, Inc. (IT) Date of Event Requiring Statement: April 1, 2005 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: April 1, 2005

<u>By: /s/ Jeffrey W. Ubben</u>	04/05/2005
VALUEACT CAPITAL MASTER FUND, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER By: /s/ George F. Hamel, Jr. Managing Member	<u>04/05/2005</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>04/05/2005</u>
<u>VA PARTNERS, L.L.C. By: /s/</u> <u>George F. Hamel, Jr. Managing</u> <u>Member</u>	<u>04/05/2005</u>
<u>By: /s/ George F. Hamel, Jr.</u> <u>By: /s/ Peter H. Kamin</u> ** Signature of Reporting Person	04/05/2005 04/05/2005 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.