GARTNER INC
Form 4
June 01, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SILVER LAKE PARTNERS LP

(Last) (First) (Middle)

2725 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GARTNER INC [IT]

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.0005	05/31/2006		S(3)(4)(5)		1,425,000 (3) (4) (5)	D (3) (4) (5)	(3) (4) (5)	25,615,128 (6)	D (1) (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVER LAKE PARTNERS LP 2725 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X		
SILVER LAKE INVESTORS LP 2725 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X		
SILVER LAKE TECHNOLOGY INVESTORS LLC 2725 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X		
Bingle Michael J 2725 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X			
JOYCE JOHN R 2725 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X			

Signatures

/s/ Karen M. King, General Counsel (Signature of Silver Lake Partners, L.P., as a Reporting Person, by Silver Lake Technology Associates, L.L.C., its general partner)	06/01/2006
**Signature of Reporting Person	Date
/s/ Karen M. King, General Counsel (Signature of Silver Lake Technology Investors, L.L.C., as a Reporting Person, by Silver Lake Technology Management, L.L.C., its manager)	06/01/2006

**Signature of Reporting Person	Date
/s/ Karen M. King, General Counsel (Signature of Silver Lake Investors, L.P., as a Reporting Person, by Silver Lake Technology Associates, L.L.C., its general partner)	06/01/2006
**Signature of Reporting Person	Date
/s/ Karen M. King, as attorney-in-fact (Signature of Michael J. Bingle, as a Reporting Person)	06/01/2006
**Signature of Reporting Person	Date
/s/ Karen M. King, as attorney-in-fact (Signature of John R. Joyce, as a Reporting Person)	06/01/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) Owned by Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (collectively the "Silver Lake Entities"). Silver Lake Technology Associates, L.L.C. is the General Partner of each of Silver Lake Partners, L.P. and Silver Lake Investors, L.P. Silver Lake Technology Management, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of Mr. Bingle and Mr. Joyce, who are both directors of Gartner, Inc. ("Gartner"), is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and of Silver Lake Technology Management, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have shared voting or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in these shares, except to the extent of his pecuniary interest therein.

(2) The Silver Lake Entities are members of a Section 13(d) "group" as reflected in a Schedule 13D originally filed on April 15, 2003 with the Securities and Exchange Commission, as amended. The shares of Gartner owned by members of the "group" in the aggregate exceed 10%. The Silver Lake Entities disclaim a pecuniary interest in the shares held by the other members of the 13(d) "group" and each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in the shares held by the "group", except to the extent of his pecuniary interest in the Silver Lake Entities.

(3) On May 18, 2006, Gartner, the Silver Lake Entities and Goldman, Sachs & Co., J. P. Morgan Securities Inc. and Lehman Brothers Inc., as representatives for the several underwriters (the "Underwriters"), entered into an Underwriting Agreement relating to the sale by the Silver Lake Entities to the Underwriters of 9,500,000 shares of Common Stock (the "Underwriting Agreement"). Settlement of this sale occurred on May 24, 2006 (the "Closing"). The Underwriting Agreement also granted the Underwriters an option to purchase up to an additional 1,425,000 shares of Common Stock (the "Additional Shares") at any time during the 30 days following closing, from the Silver Lake Entities to cover over-allotments, if any.

(4) On May 31, 2006, pursuant to the Underwriting Agreement, the Underwriters exercised their option to purchase all of the Additional Shares. Settlement of the sale of the Additional Shares is expected to occur on June 5, 2006.

(5) The Silver Lake Entities will receive $14.0494 per share sold to the Underwriters. In connection with the sale of the Additional Shares, (i) Silver Lake Partners, L.P. sold 1,312,291 shares; (ii) Silver Lake Investors, L.P. sold 37,709 shares; and (iii) Silver Lake Technology Investors, L.L.C. sold 75,000 shares.

(6) As of the closing of the transaction described herein, the Silver Lake Entities will beneficially own 25,615,128 shares of Common Stock, representing approximately 22.7% of the issued and outstanding shares of Common Stock of Gartner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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