

SILVER LAKE PARTNERS LP
Form 4
August 12, 2009

FORM 4

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

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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2775 SAND HILL ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2009

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

(Street)
MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0005 | 08/11/2009 | | S ⁽²⁾ | 1,000,000 (2) | D \$ 16.22 10,133,768 | D ⁽¹⁾ | |

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)

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| 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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| SILVER LAKE PARTNERS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | |
| SILVER LAKE TECHNOLOGY INVESTORS LLC 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | |
| SILVER LAKE INVESTORS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | |
| Bingle Michael J C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | | |
| JOYCE JOHN R C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | | |

Signatures

/s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Partners, L.P. 08/12/2009

**Signature of Reporting Person

Date

/s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Investors, L.P. 08/12/2009

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Management, L.L.C., the managing member of Silver Lake Partners Management Company, L.L.C., Manager of Silver Lake Technology Investors, L.L.C. | 08/12/2009 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Karen M. King, as Attorney-in-Fact for Michael J. Bingle | 08/12/2009 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Karen M. King, as Attorney-in-Fact for John R. Joyce | 08/12/2009 |
| <u>Signature of Reporting Person</u> | 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).

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 Partners Management Company, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of

(1) Mr. Bingle and Mr. Joyce, who are both directors of the Issuer, is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and Silver Lake Technology Management, L.L.C., the managing member of Silver Lake Partners Management Company, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have a shared voting and/or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(2) Of the 1,000,000 shares sold by the Silver Lake Entities on August 11, 2009, (i) Silver Lake Partners, L.P. sold 920,900 shares; (ii) Silver Lake Investors, L.P. sold 26,459 shares; and Silver Lake Technology Investors, L.L.C. sold 52,641 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.