GARTNER INC

Form 4

December 16, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

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OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOYCE JOHN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

GARTNER INC [IT]

(Check all applicable)

C/O SILVER LAKE PARTNERS.

(First)

(City)

3. Date of Earliest Transaction

(Month/Day/Year) 12/14/2009

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

L.P., 2775 SAND HILL ROAD, SUITE 100

(State)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Person

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

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transacti	4. Securities oner Disposed		d (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 ar	nd 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
~			Code v	Amount	(D)	THE			_ ~

Common Stock, par value \$0.0005	12/14/2009	J(2)	380,850	D	\$ 0 (2) 0 (4)	I (1)	By Silver Lake Entities
Common							By Silver

Stock, par 12/14/2009 value

\$0.0005

7,960,641 $S^{(3)}$ (3)

 $0^{(4)}$ 17.06

Lake $I^{(1)}$ **Entities** (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)

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. Transact Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired		ate	Amou Under Secur	le and ant of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						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

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, Attorney-in-Fact for John R. Joyce

12/16/2009

**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).
 - 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. Mr.
- (1) Joyce 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, Mr. Joyce could be deemed to have a shared voting and/or dispositive power over these shares. However, Mr. Joyce disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- Distribution of 310,702 shares by Silver Lake Partners, L.P. through its general partner to certain direct and indirect partners of such general partner, and distribution of 70,148 shares by Silver Lake Technology Investors, LLC to certain of its members, in each case for the sole purpose of charitable giving.

Reporting Owners 2

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- (3) Of the 7,960,641 shares sold by the Silver Lake Entities on December 14, 2009, (i) Silver Lake Partners, L.P. sold 7,370,961 shares; (ii) Silver Lake Investors, L.P. sold 220,665 shares; and Silver Lake Technology Investors, L.L.C. sold 369,015 shares.
- (4) The transactions described herein took place simultaneously.

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.