

GARTNER INC
Form 4
February 15, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dawkins Alwyn

(Last) (First) (Middle)

56 TOP GALLANT ROAD, P.O.
BOX 10212

(Street)

STAMFORD, CT 06904-2212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARTNER INC [IT]

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

02/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Events

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/13/2017		M	20,239 A	\$ 37.81 49,183	D	
Common Stock	02/13/2017		D	7,546 (2)	\$ 101.42 41,637	D	
Common Stock	02/13/2017		F	6,212 (3)	\$ 101.42 35,425	D	
Common Stock	02/14/2017		S	5,000 D	\$ 101.3506 30,425	D	

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 A Underlying S (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Stock Appreciation Rights	\$ 37.81	02/13/2017		M	20,239	02/09/2013 ⁽¹⁾ 02/09/2019 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dawkins Alwyn 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212			SVP, Events	

Signatures

/s/ Clare Kretzman for Alwyn Dawkins 02/15/2017

__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) These SARs become exercisable in four substantially equal annual installments commencing on 2/9/2013 and are fully exercisable.
- (2) Represents the simultaneous sale back to the issuer of this number of shares having an aggregate value, based on the market price on the date of exercise, substantially equal to the aggregate exercise price of the SARs.
- (3) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.

- (4) This transaction was executed in multiple trades at prices ranging from \$101.34 to \$101.374. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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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