

GARTNER INC

Form 4

February 13, 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 *
Kranich Robin B

(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)
02/09/2017

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 below) ____ Other (specify below)

SVP, Human Resources

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	02/09/2017		M	(A) or (D) 3,961 (1)	\$ 0	31,447	D
Common Stock	02/09/2017		F	(A) or (D) 2,198 (5)	\$ 100.27	29,249	D
Common Stock	02/09/2017		S	(A) or (D) 7,208	\$ 100	22,041	D
Common Stock	02/10/2017		M	(A) or (D) 4,688 (1)	\$ 0	26,729	D
Common Stock	02/10/2017		F	(A) or (D) 2,617 (5)	\$ 101.02	24,112	D

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Common Stock	02/12/2017	M	<u>3,892</u> (1)	A	\$ 0	28,004	D
Common Stock	02/12/2017	F	<u>2,173</u> (5)	D	\$ 101.02	25,831	D

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/09/2017		M	<u>3,961</u> (1)	<u>(2)</u> (2)	<u>(2)</u> (2)	Common Stock 3,961
Restricted Stock Units	\$ 0	02/10/2017		M	<u>4,688</u> (1)	<u>(3)</u> (3)	<u>(3)</u> (3)	Common Stock 4,688
Restricted Stock Units	\$ 0	02/12/2017		M	<u>3,892</u> (1)	<u>(4)</u> (4)	<u>(4)</u> (4)	Common Stock 3,892

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kranich Robin B 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212	SVP, Human Resources

Signatures

/s/ Clare Kretzman for Robin B.
Kranich

02/13/2017

__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) Represents shares acquired upon release of RSUs.
- (2) These RSUs vest in substantially equal installments, commencing on 02/09/2016. Represents the 2017 installment.
- (3) These RSUs vest in substantially equal installments, commencing on 02/10/2015. Represents the 2017 installment.
- (4) These RSUs vest in substantially equal installments, commencing on 02/12/2014. Represents the 2017 installment.
- (5) Represents shares withheld from released RSUs for the payment of applicable income and payroll withholding taxes due on release.

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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