

YOO MICHAEL J
Form 4
February 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
YOO MICHAEL J

(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)
02/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, HTTP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/25/2013 | | S | | 15,914 (1) \$ 49.0414 | D | |
| Common Stock | 02/25/2013 | | M | | 9,104 \$ 11.11 | D | |
| Common Stock | 02/25/2013 | | D | | 2,084 (4) \$ 48.55 | D | |
| Common Stock | 02/25/2013 | | F | | 3,415 (5) \$ 48.55 | D | |
| Common Stock | 02/25/2013 | | M | | 5,620 \$ 22.06 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------|-------|---|
| Common Stock | 02/25/2013 | D | <u>2,554</u> (4) | D | \$ 48.55 | 8,681 | D |
| Common Stock | 02/25/2013 | F | <u>1,491</u> (5) | D | \$ 48.55 | 7,190 | 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 11.11 | 02/25/2013 | | M | 9,104 | 02/11/2010 ⁽²⁾ 02/11/2016 ⁽²⁾ | Common Stock |
| Stock Appreciation Rights | \$ 22.06 | 02/25/2013 | | M | 5,620 | 02/11/2011 ⁽³⁾ 02/11/2017 ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| YOO MICHAEL J 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212 | | | SVP, HTTP | |

Signatures

/s/ Jane Lucas for Michael J. Yoo 02/26/2013

__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).

This transaction was executed in multiple trades at prices ranging from \$48.95 to \$49.09. 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.

- (1) The SARs became exercisable in four substantially equal annual installments commencing on 2/11/2010 and are fully exercisable.
- (2) The SARs became exercisable in four substantially equal annual installments commencing on 2/11/2011 and are fully exercisable.
- (3) 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.
- (4) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.

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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