

GARTNER INC
Form 4
February 21, 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 *
WAERN PER ANDERS

(Last) (First) (Middle)

**56 TOP GALLANT RD, 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)

02/17/2017

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, Consulting

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/17/2017		S		9,685	D	\$ 103.0124 (1)	600	D
Common Stock	02/17/2017		S		600	D	\$ 102.712	0	D
Common Stock	02/17/2017		M		4,726	A	\$ 49.37	4,726	D
Common Stock	02/17/2017		D		2,263 (6)	D	\$ 103.13	2,463	D
Common Stock	02/17/2017		F		1,205 (7)	D	\$ 103.13	1,258	D

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Common Stock	02/17/2017	M	5,020	A	\$ 64.64	6,278	D
Common Stock	02/17/2017	D	<u>3,147</u> (6)	D	\$ 103.13	3,131	D
Common Stock	02/17/2017	F	916 <u>(7)</u>	D	\$ 103.13	2,215	D
Common Stock	02/17/2017	M	4,714	A	\$ 77.92	6,929	D
Common Stock	02/17/2017	D	<u>3,562</u> (6)	D	\$ 103.13	3,367	D
Common Stock	02/17/2017	F	563 <u>(7)</u>	D	\$ 103.13	2,804	D
Common Stock	02/17/2017	M	5,419	A	\$ 80.06	8,223	D
Common Stock	02/17/2017	D	<u>4,207</u> (6)	D	\$ 103.13	4,016	D
Common Stock	02/17/2017	F	593 <u>(7)</u>	D	\$ 103.13	3,423	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)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Stock Appreciation Rights	\$ 49.37	02/17/2017		M	4,726	02/12/2014 ⁽²⁾ 02/12/2020 ⁽²⁾	Common Stock
Stock Appreciation	\$ 64.64	02/17/2017		M	5,020	02/10/2015 ⁽³⁾ 02/10/2021 ⁽³⁾	Common Stock

Rights

Stock

Appreciation	\$ 77.92	02/17/2017	M	4,714	02/09/2016 ⁽⁴⁾	02/09/2022 ⁽⁴⁾	Common Stock
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Stock

Appreciation	\$ 80.06	02/17/2017	M	5,419	02/08/2017 ⁽⁵⁾	02/08/2023 ⁽⁵⁾	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAERN PER ANDERS 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212			SVP, Consulting	

Signatures

/s/ Clare Kretzman for Per Anders Waern	02/21/2017
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__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 \$103.00 to \$103.065. The price reported reflects the weighted

- (1) 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.
- (2) These SARs became exercisable in four substantially equal annual installments commencing on 2/12/2014.
- (3) These SARs become exercisable in four substantially equal annual installments commencing on 02/10/2015.
- (4) These SARs become exercisable in four substantially equal annual installments commencing on 2/9/2016.
- (5) These SARs become exercisable in four substantially equal annual installments commencing on 2/8/2017.
- (6) 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.
- (7) 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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