

GARTNER INC
Form 4
June 23, 2008

FORM 4

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

OMB APPROVAL

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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 *
SILVER LAKE PARTNERS LP

(Last) (First) (Middle)

2775 SAND HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GARTNER INC [IT]

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount | (A) or (D) Price | | |
| Common Stock, par value \$0.0005 | 06/20/2008 | | S(2)(3) | 1,250,000 (2) (3) | D \$ 11,975,518 21.5 (4) | D (1) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Title | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | | |
| SILVER LAKE PARTNERS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | | |
| SILVER LAKE INVESTORS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | | |
| SILVER LAKE TECHNOLOGY INVESTORS LLC 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | | | |
| Bingle Michael J C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | | | |
| JOYCE JOHN R C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | | | |

Signatures

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Partners, L.P. 06/23/2008

**Signature of Reporting Person

Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Investors, L.P. 06/23/2008

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Partners Management Company, L.L.C., Manager of Silver Lake Technology Investors, L.L.C. | 06/23/2008 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Alan K. Austin, as attorney-in-fact (Signature of Michael J. Bingle, as a reporting person) | 06/23/2008 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Alan K. Austin, as attorney-in-fact (Signature of John R. Joyce, as a reporting person) | 06/23/2008 |
| <u>Signature of Reporting Person</u> | 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. Each of

 - (1) Mr. Bingle and Mr. Joyce, who are both directors of Gartner, Inc. ("Gartner"), is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and of Silver Lake Partners Management Company, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have a shared voting or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in these shares, except to the extent of his pecuniary interest therein.
 - (2) On June 20, 2008, the Silver Lake Entities entered into a Stock Purchase Agreement with Gartner, whereby, subject to the terms and conditions therein, the Silver Lake Entities agreed to sell to Gartner, and Gartner agreed to purchase from the Silver Lake Entities, 1,250,000 shares of Common Stock. Settlement of this sale is expected to take place on or about June 25, 2008.
 - (3) The Silver Lake Entities will receive \$21.50 per share sold to Gartner. In connection with the sale of Common Stock, (i) Silver Lake Partners, L.P. will sell 1,151,133 shares; (ii) Silver Lake Investors, L.P. will sell 33,078 shares; and Silver Lake Technology Investors, L.L.C. will sell 65,789 shares.
 - (4) As of the closing of the transactions described herein, the Silver Lake Entities will beneficially own 11,975,518 shares of Common Stock, representing approximately 12.66% of the issued and outstanding shares of Common Stock of Gartner.

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.