

SILVER LAKE PARTNERS LP

Form 4

August 31, 2009

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

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(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)

08/27/2009

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0005	08/27/2009		S ⁽²⁾	(A) or (D) Amount 46,300 (2)	Price \$ 17.06 (3)	10,087,468	D ⁽¹⁾
Common Stock, par value \$0.0005	08/28/2009		S ⁽⁴⁾	(A) or (D) Amount 53,859 (4)	Price \$ 17.03 (5)	10,033,609	D ⁽¹⁾
Common Stock, par value \$0.0005	08/31/2009		S ⁽⁶⁾	(A) or (D) Amount 4,201 (6)	Price \$ 16.85 (7)	10,029,408	D ⁽¹⁾

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SILVER LAKE PARTNERS 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
SILVER LAKE INVESTORS LP 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	X

MENLO PARK, CA 94025

Signatures

/s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Partners, L.P.	08/31/2009
__Signature of Reporting Person	Date
/s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Investors, L.P.	08/31/2009
__Signature of Reporting Person	Date
/s/ Karen M. King, Sr. VP & GC of Silver Lake Technology Management, LLC, managing member of Silver Lake Partners Management Company, LLC, Manager of Silver Lake Technology Investors, LLC	08/31/2009
**Signature of Reporting Person	Date
/s/ Karen M. King, Attorney-in-Fact for Michael J. Bingle	08/31/2009
**Signature of Reporting Person	Date
/s/ Karen M. King, Attorney-in-Fact for John R. Joyce	08/31/2009
**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).

- 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 Mr. Bingle and Mr. Joyce, who are both directors of the Issuer, is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and Silver Lake Technology Management, L.L.C., the managing member 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 and/or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (1) Of the 46,300 shares sold by the Silver Lake Entities on August 27, 2009, (i) Silver Lake Partners, L.P. sold 42,638 shares; (ii) Silver Lake Investors, L.P. sold 1,225 shares; and Silver Lake Technology Investors, L.L.C. sold 2,437 shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.23. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Of the 53,859 shares sold by the Silver Lake Entities on August 28, 2009, (i) Silver Lake Partners, L.P. sold 49,599 shares; (ii) Silver Lake Investors, L.P. sold 1,425 shares; and Silver Lake Technology Investors, L.L.C. sold 2,835 shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.91 to \$17.22. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Of the 4,201 shares sold by the Silver Lake Entities on August 31, 2009, (i) Silver Lake Partners, L.P. sold 3,868 shares; (ii) Silver Lake Investors, L.P. sold 111 shares; and Silver Lake Technology Investors, L.L.C. sold 221 shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.80 to \$16.90. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4)

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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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