

GARTNER INC
Form 4
June 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
UBBEN JEFFREY W

(Last) (First) (Middle)

435 PACIFIC AVENUE, FOURTH FLOOR,

(Street)

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2007

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)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	06/05/2007		M	4,791 (1) A \$ 0	4,791	D (2)	
Common Stock	06/05/2007		J(3)	4,791 (3) D \$ 0	0	D (2)	
Common Stock	06/05/2007		J(3)	4,791 (3) A \$ 0	18,636,437	I	See footnote (4)
Common Stock					2,000,000	I	See footnote (5)

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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0	06/05/2007		M	4,791 <u>(1)</u>	06/05/2007 ⁽⁶⁾ 06/05/2007 ⁽⁶⁾	Common Stock
Restricted Stock Units	\$ 0	06/05/2007		A	2,576 <u>(8)</u>	06/05/2008 06/05/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UBBEN JEFFREY W 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133	X	X		
VA PARTNERS LLC 435 PACIFIC AVENUE FOURTH FLOOR SAN FRANCISCO, CA 94133	X	X		
VA Partners III, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133	X	X		
ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133	X	X		
ValueAct Capital Management, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133	X	X		

KAMIN PETER H
 265 FRANKLIN STREET, 16TH FLOOR X
 BOSTON, MA 02110

Signatures

/s/ Jeffrey W. Ubben	06/07/2007
__Signature of Reporting Person	Date
VA Partners, LLC, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
ValueAct Capital Master Fund, LP, By: VA Partners, LLC, its General Partner, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
VA Partners III, LLC, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
ValueAct Capital Master Fund III, LP, By: VA Partners III, LLC, its General Partner, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
ValueAct Capital Management, LP, By: ValueAct Capital Management, LLC, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
ValueAct Capital Management, LLC, By: /s/ George F. Hamel, Jr., Managing Member	06/07/2007
__Signature of Reporting Person	Date
/s/ George F. Hamel, Jr.	06/07/2007
__Signature of Reporting Person	Date
/s/ Peter H. Kamin	06/07/2007
__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 Restricted Stock Units that released.
- Under an agreement with ValueAct Capital, Jeffrey W. Ubben is deemed to hold the common stock and restricted stock units for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners, L.L.C. as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P. and (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P. Jeffrey W. Ubben is a director of Gartner, Inc. and Managing Member of VA Partners, LLC and ValueAct Capital Management, LLC. Peter H. Kamin and George F. Hamel, Jr. are Managing Members of VA Partners, LLC and ValueAct Capital Management, LLC. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.
- (3) Jeffrey W. Ubben transferred direct ownership of the reported stock to ValueAct Capital Master Fund, L.P. in a transaction not involving any consideration in accordance with his agreement with ValueAct Capital described in (2) above.
- The reported stock is owned directly by ValueAct Capital Master Fund, L.P. and may be deemed to be beneficially owned by (i) VA Partners, L.L.C. as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P. and (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P. Jeffrey W. Ubben, Peter H. Kamin and George F. Hamel, Jr. are Managing Members of VA Partners, L.L.C. and ValueAct Capital Management, LLC. The reporting person disclaims beneficial ownership of the reported stock except to the extent of his pecuniary interest therein.
- (4)

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- The reported stock is owned directly by ValueAct Capital Master Fund III, L.P and may be deemed to be beneficially owned by (i) VA Partners III, L.L.C. as General Partner of ValueAct Capital Master Fund III, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund III, L.P. and (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P. Jeffrey W. Ubben, Peter H. Kamin and George F. Hamel, Jr. are Managing Members of VA Partners III, L.L.C. and ValueAct Capital Management, LLC. The reporting person disclaims beneficial ownership of the reported stock except to the extent of his pecuniary interest therein.
- (5) One Hundred Percent (100%) of the Restricted Stock Units shall vest on the date of the 2007 annual meeting of stockholders, subject to Grantee's Continued Service through such date.
 - (6) Column 8 is not a required reportable field.
 - (7) One Hundred Percent (100%) of the Restricted Stock Units shall vest on the date of the 2008 annual meeting of stockholders subject to Grantee's Continued Service through such date. The date of the 2008 annual meeting of stockholders is not confirmed as of now.

Remarks:

Joint Filer Information:

Name: ValueAct Capital Master Fund, L.P.,
Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133
Designated Filer: Jeffrey W. Ubben
Issuer and Ticker Symbol: Gartner, Inc. (IT)
Date of Event Requiring Statement: June 5, 2007

Name: VA Partners, LLC
Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133
Designated Filer: Jeffrey W. Ubben
Issuer and Ticker Symbol: Gartner, Inc. (IT)
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Name: George F. Hamel, Jr.

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: Jeffrey W. Ubben

Issuer and Ticker Symbol: Gartner, Inc. (IT)

Date of Event Requiring Statement: June 5, 2007

Name: Peter H. Kamin

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: Jeffrey W. Ubben

Issuer and Ticker Symbol: Gartner, Inc. (IT)

Date of Event Requiring Statement: June 5, 2007

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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