

YOO MICHAEL J
Form 4
February 24, 2012

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 *
YOO MICHAEL J

(Last) (First) (Middle)

56 TOP GALLANT ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2012

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 ____ Other (specify
below) below)

SVP, HTTP

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)
Common Stock	02/22/2012		M	(A) or (D) 3,916 (2)	\$ 0	20,506	D
Common Stock	02/22/2012		F	1,303 (3)	\$ 39.16	19,203	D
Common Stock	02/23/2012		S	19,203	\$ (4) 39.5615	0	D
Common Stock	02/23/2012		M	9,104	\$ 11.11	9,104	D
Common Stock	02/23/2012		D	2,522 (5)	\$ 40.11	6,582	D

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Common Stock	02/23/2012	F	<u>2,827</u> (6)	D	\$ 40.11	3,755	D
Common Stock	02/23/2012	M	5,620	A	\$ 22.06	9,375	D
Common Stock	02/23/2012	D	<u>3,091</u> (5)	D	\$ 40.11	6,284	D
Common Stock	02/23/2012	F	<u>1,086</u> (6)	D	\$ 40.11	5,198	D

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 (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	02/22/2012		A	15,661	<u>(1)</u> <u>(1)</u>	Common Stock
Restricted Stock Units	\$ 0	02/22/2012		M	3,916 <u>(2)</u>	<u>(1)</u> <u>(1)</u>	Common Stock
Stock Appreciation Rights	\$ 11.11	02/23/2012		M	9,104	02/11/2010 ⁽⁷⁾ 02/11/2016	Common Stock
Stock Appreciation Rights	\$ 22.06	02/23/2012		M	5,620	02/11/2011 ⁽⁸⁾ 02/11/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOO MICHAEL J 56 TOP GALLANT ROAD STAMFORD, CT 06902			SVP, HTTP	

Signatures

/s/ Jane Lucas for Michael
J. Yoo

02/24/2012

__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) These performance-based RSUs were awarded on February 22, 2011 and vest in four substantially equal annual installments, commencing on 2/22/2012, the date the performance metric was certified and the actual number of RSUs awarded was determined.
- (2) Represents shares acquired upon the release of RSUs.
- (3) Represents shares withheld from the released RSUs for the payment of applicable income and payroll withholding taxes due on release.
This transaction was executed in multiple trades at prices ranging from \$39.34 to \$39.75. 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.
- (5) 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.
- (6) Represents shares withheld from the settlement of the SARs for the payment of applicable income and payroll tax withholding due upon exercise.
- (7) These SARs are part of an award that became exercisable in four substantially equal, annual installments commencing on 2/11/2010.
- (8) These SARs are part of an award that became exercisable in four substantially equal, annual installments commencing on 2/11/2011.

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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