

HALL EUGENE A
Form 4
February 08, 2019

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 *
HALL EUGENE A

(Last) (First) (Middle)

56 TOP GALLANT ROAD, 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)

02/06/2019

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)
CEO

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 Price | | |
| Common Stock | 02/06/2019 | | M | | 27,597 (1) | A | \$ 0 1,201,560 D |
| Common Stock | 02/06/2019 | | F | | 11,092 (5) | D | \$ 143.01 1,190,468 D |
| Common Stock | 02/06/2019 | | M | | 2,523 (3) | A | \$ 0 1,192,991 D |
| Common Stock | 02/06/2019 | | F | | 1,110 (5) | D | \$ 143.01 1,191,881 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 | 02/06/2019 | | M | 27,597 (1) | (2) | (2) | Common Stock |
| Restricted Stock Units | \$ 0 | 02/06/2019 | | M | 2,523 (3) | (4) | (4) | Common Stock |
| Stock Appreciation Rights | \$ 143.01 | 02/06/2019 | | A | 92,192 (6) | 02/06/2020(6) | 02/06/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALL EUGENE A 56 TOP GALLANT ROAD P.O. BOX 10212 STAMFORD, CT 06904-2212 | X | | CEO | |

Signatures

/s/ Kevin Tang for Eugene
A. Hall

02/08/2019

__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 shares acquired upon the vesting of the second installment of these RSUs on February 6, 2019.
- (2) These RSUs vest in substantially equal annual installments, commencing on February 6, 2018. This represents the 2019 installment.
- (3) Represents shares acquired upon the vesting of the second installment of these RSUs on February 6, 2019.
- (4) These RSUs also vest in substantially equal annual installments, commencing on February 6, 2018. This represents the 2019 installment.

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(5) Represents shares withheld for the payment of applicable income and payroll withholding taxes.

(6) These SARs become exercisable in four substantially equal annual installments, commencing on February 6, 2020.

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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