

GRABE WILLIAM O
Form 4
April 03, 2019

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 *
GRABE WILLIAM O

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
56 TOP GALLANT RD, P.O. BOX 10212

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STAMFORD, CT 06904-2212

(City) (State) (Zip)

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 | 04/01/2019 | | J ⁽²⁾ | | 125 | A | \$ 0 |
| Common Stock | | | | | 284 | | |
| Common Stock | | | | | 101,499 | I | 2017 GRAT ⁽³⁾ |
| Common Stock | | | | | 31,526 | I | 2018 GRAT ⁽⁴⁾ |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Equivalents (CSE) | \$ 0 | 04/01/2019 | | A | 125 | (1) (1) | Common Stock | 125 |
| Common Stock Equivalents (CSE) | \$ 0 | 04/01/2019 | | J(2) | 125 | (1) (1) | Common Stock | 125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRABE WILLIAM O 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212 | X | | | |

Signatures

/s/ Kevin Tang for William O. Grabe 04/03/2019

__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).

These are Common Stock Equivalents ("CSE") received as compensation for service as an outside director of Gartner, Inc. They were (1) granted under the Company's 2014 Long-Term Incentive Plan ("2014 LTIP"). The CSEs convert into Gartner common stock on the date the outside director's continuous status as a director terminates, or as otherwise provided in the 2014 LTIP.

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- (2) This reporting person has elected to receive an immediate distribution of the CSE shares.

These shares are held in a grantor retained annuity trust created on September 15, 2017 when the reporting person transferred 130,622 Gartner shares to the trust (the "2017 GRAT"). These shares are held in trust for the benefit of the reporting person and his children. On September 14, 2018, 29,123 shares were distributed from the 2017 GRAT to the reporting person. The reporting person is the Trustee of the 2017 GRAT.

- (3) These shares are held in a grantor retained annuity trust created on November 14, 2018 when the reporting person transferred 31,526 Gartner shares to the trust (the "2018 GRAT"). These shares are held in trust for the benefit of the reporting person and his children. The reporting person is the Trustee of the 2018 GRAT.

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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