

GARTNER INC
Form 4
February 09, 2005

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 *
VA PARTNERS LLC

(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)
02/07/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| NEW-Class A Common Stock | 02/07/2005 | | P | 1,248,300 A | \$ 9.4 9,917,900 | I | See Footnotes (1) (2) |
| NEW-Class A Common Stock | 02/08/2005 | | P | 1,000,000 A | \$ 9.25 10,917,900 | I | See Footnotes (1) (2) |
| NEW-Class A Common Stock | 02/09/2005 | | P | 278,000 A | \$ 9.2 11,195,900 | I | See Footnotes (1) (2) |

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

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SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| VA PARTNERS LLC 435 PACIFIC AVENUE FOURTH FLOOR SAN FRANCISCO, CA 94133 | X | X | | |
| UBBEN JEFFREY W 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133 | X | X | | |
| KAMIN PETER H TWO INTERNATIONAL PLACE, 25TH FLOOR BOSTON, MA 02110 | | | X | |

Signatures

VALUEACT CAPITAL PARTNERS, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER, By: /s/ George F. Hamel, Jr., Managing Member 02/09/2005

__Signature of Reporting Person Date

VALUEACT CAPITAL PARTNERS II, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER, By: /s/ George F. Hamel, Jr., Managing Member 02/09/2005

__Signature of Reporting Person Date

02/09/2005

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VALUEACT CAPITAL INTERNATIONAL, LTD., BY VA PARTNERS, L.L.C., ITS INVESTMENT MANAGER, By: /s/ George F. Hamel, Jr., Managing Member

__Signature of Reporting Person

Date

VALUEACT CAPITAL MASTER FUND, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER, By: /s/ George F. Hamel, Jr., Managing Member

02/09/2005

__Signature of Reporting Person

Date

VALUEACT CAPITAL PARTNERS CO-INVESTORS, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER, By: /s/ George F. Hamel, Jr., Managing Member

02/09/2005

__Signature of Reporting Person

Date

VA PARTNERS, L.L.C. By: /s/ George F. Hamel, Jr., Managing Member

02/09/2005

__Signature of Reporting Person

Date

By: /s/ Jeffrey W. Ubben

02/09/2005

__Signature of Reporting Person

Date

By: /s/ George F. Hamel, Jr.

02/09/2005

__Signature of Reporting Person

Date

By: /s/ Peter H. Kamin

02/09/2005

__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) As General Partner and Investment Manager of ValueAct Capital Partners, L.P., ValueAct Capital Partners II, L.P., ValueAct Capital International, Ltd., ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P.

The reported stock is owned directly by ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. and indirectly by VA Partners, LLC as general partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors,

- (2) L.P. Jeffrey W. Ubben is a director of Gartner Group, Inc. and Managing Member of VA Partners, LLC, the General Partner. Peter H. Kamin and George F. Hamel are Managing Members of VA Partners, LLC, The General Partner. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.

Remarks:

Joint Filer Information

Name: ValueAct Capital Partners, L.P.

Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

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

Date of Event Requiring Statement: February 7, 2005

Name: ValueAct Capital Partners II, L.P.

Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

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

Date of Event Requiring Statement: February 7, 2005

Name: ValueAct Capital International, Ltd.

Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133

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Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
Date of Event Requiring Statement: February 7, 2005

Name: ValueAct Capital Master Fund, L.P.
Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
Date of Event Requiring Statement: February 7, 2005

Name: ValueAct Capital Partners Co-Investors, L.P.
Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
Date of Event Requiring Statement: February 7, 2005

Name: Jeffrey W. Ubben
Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
Date of Event Requiring Statement: February 7, 2005

Name: George F. Hamel, Jr.
Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
Date of Event Requiring Statement: February 7, 2005

Name: Peter H. Kamin
Address: 435 Pacific Avenue, 4th Fl, San Francisco, CA 94133
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)
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