

GARTNER INC
Form 4
January 05, 2005

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
Number: 3235-0287
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2005
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(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)
01/03/2005

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)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares	
Common Stock Equivalents (CSE)	\$ 0	01/03/2005	A		1,135		<u>(1)</u>	<u>(1)</u>	Common Stock Class A		1,135	

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		

Signatures

By: /s/ Jeffrey W. Ubben

01/05/2005

****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

01/05/2005

****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

01/05/2005

****Signature of Reporting Person**

Date _____

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

01/05/2005

****Signature of Reporting Person**

Date _____

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

01/05/2005

**Signature of Reporting Person

Date _____

By: /s/ Peter H. Kamin

01/05/2005

****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).

These shares are Common Stock Equivalents received as compensation for service as an outside director of Gartner, Inc. They were

(1) granted under the Company's 2003 Long-Term Incentive Plan (LTIP). The Common Stock Equivalents convert into Gartner Class A Common Stock on the date the outside director's continuous status as a director terminates, or as otherwise provided in the 2003 LTIP.

(2) Column 8 is not a required reportable field.

Under an agreement with ValueAct Capital, Jeffrey W. Ubben is deemed to hold the Common Stock Equivalents for the benefit of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. and indirectly for VA Partners, LLC as General

(3) Partner of ValueAct Capital Master Fund, L. P. and ValueAct Capital Partners Co-Investors, L.P. Jeffrey W. Ubben is a director of Gartner, Inc. and Managing Member of VA Partners, LLC. Peter H. Kamin and George F. Hamel are Managing Members of VA Partners, LLC, the General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. The reporting persons disclaim beneficial ownership of the reported options except as to the extent of their pecuniary interest therein.

Remarks:

Joint Filer Information

Name: ValueAct Capital Master Fund, L.P.

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

Designated Filer: Jeffrey W. Ubben

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

Date of Event Requiring Statement: January 3, 2005

Name: ValueAct Capital Partners Co-Investors, L.P.

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

Designated Filer: Jeffrey W. Ubben

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

Date of Event Requiring Statement: January 3, 2005

Name: VA Partners, L.L.C.

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

Designated Filer: Jeffrey W. Ubben

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

Date of Event Requiring Statement: January 3, 2005

Name: George F. Hamel, Jr.

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

Designated Filer: Jeffrey W. Ubben

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

Date of Event Requiring Statement: January 3, 2005

Name: Peter H. Kamin

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

Designated Filer: Jeffrey W. Ubben

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

Date of Event Requiring Statement: January 3, 2005

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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