

HALL EUGENE A
Form 4
February 08, 2018

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 *
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)
02/06/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 02/06/2018 | | M | | 27,598 (2) | \$ 0 | 1,201,378 D |
| Common Stock | 02/06/2018 | | F | | 11,829 (5) | \$ 124.02 | 1,189,549 D |
| Common Stock | 02/06/2018 | | M | | 2,524 (4) | \$ 0 | 1,192,073 D |
| Common Stock | 02/06/2018 | | F | | 1,170 (5) | \$ 124.02 | 1,190,903 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 Amount Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date Date | Title Amount Number Shares |
| Restricted Stock Units | \$ 0 | 02/06/2018 | | A | 110,389 | (1) (1) | Common Stock 110,3 |
| Restricted Stock Units | \$ 0 | 02/06/2018 | | M | 27,598 | (2) (2) | Common Stock 27,5 |
| Restricted Stock Units | \$ 0 | 02/06/2018 | | A | 10,093 | (3) (3) | Common Stock 10,0 |
| Restricted Stock Units | \$ 0 | 02/06/2018 | | M | 2,524 | (4) (4) | Common Stock 2,52 |

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 02/08/2018

__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)

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These performance-based RSUs were awarded on February 6, 2017 and vest in four substantially equal annual installments, commencing on 2/6/2018. This represents the actual number of RSUs awarded after the performance metric was certified.

- (2) Represents shares acquired upon the vesting of the first installment of these RSUs on 2/6/2018.
- (3) These performance-based RSUs were also awarded on February 6, 2017 and vest in four substantially equal annual installments, commencing on 2/6/2018. This represents the actual number of RSUs awarded after the performance metric was certified.
- (4) Represents shares acquired upon the vesting of the first installment of these RSUs on 2/6/2018.
- (5) Represents shares withheld for the payment of applicable income and payroll withholding taxes.

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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