

GARTNER INC
Form 4
May 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SILVER LAKE PARTNERS LP

(Last) (First) (Middle)

2725 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0005	05/18/2006		S(3)(4)(5)		10,700,000	(3) (4) (5)	(3) (4) (5)
							27,040,128
						D	(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)

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__Signature of Reporting Person	Date
/s/ Karen M. King, General Counsel (Signature of Silver Lake Investors, L.P., as a Reporting Person, by Silver Lake Technology Associates, L.L.C., its general partner)	05/19/2006
__Signature of Reporting Person	Date
/s/ Karen M. King, as attorney-in-fact (Signature of Michael J. Bingle, as a Reporting Person)	05/19/2006
__Signature of Reporting Person	Date
/s/ Karen M. King, as attorney-in-fact (Signature of John R. Joyce, as a Reporting Person)	05/19/2006
__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) Owned by Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (collectively the "Silver Lake Entities"). Silver Lake Technology Associates, L.L.C. is the General Partner of each of Silver Lake Partners, L.P. and Silver Lake Investors, L.P. Silver Lake Technology Management, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of Mr. Bingle and Mr. Joyce, who are both directors of Gartner, Inc. ("Gartner"), is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and of Silver Lake Technology Management, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have shared voting or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in these shares, except to the extent of his pecuniary interest therein.
 - (2) The Silver Lake Entities are members of a Section 13(d) "group" as reflected in a Schedule 13D originally filed on April 15, 2003 with the Securities and Exchange Commission, as amended. The shares of Gartner owned by members of the "group" in the aggregate exceed 10%. The Silver Lake Entities disclaim a pecuniary interest in the shares held by the other members of the 13(d) "group" and each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in the shares held by the "group", except to the extent of his pecuniary interest in the Silver Lake Entities.
 - (3) On May 18, 2006, Gartner, the Silver Lake Entities and Goldman, Sachs & Co., J. P. Morgan Securities Inc. and Lehman Brothers Inc., as representatives for the several underwriters (the "Underwriters"), entered into an Underwriting Agreement relating to the sale by the Silver Lake Entities to the Underwriters of 9,500,000 shares of Common Stock (the "Underwriting Agreement"). The Underwriting Agreement also grants the underwriters an option to purchase up to an additional 1,425,000 shares of Common Stock from the Silver Lake Entities to cover over-allotments, if any.
 - (4) In addition to the offering and sale contemplated in the Underwriting Agreement (the "Offering"), the Silver Lake Entities entered into stock purchase agreements on May 8, 2006 with each of Gartner and James C. Smith, the Chairman of Gartner's board of directors, whereby, subject to the terms and conditions therein, the Silver Lake Entities agreed to sell to Gartner and Mr. Smith, and Gartner and Mr. Smith agreed to purchase from the Silver Lake Entities, 1,000,000 shares and 200,000 shares of Common Stock, respectively, provided that the Offering is consummated.
 - (5) These sales are expected to close concurrently with the sale of the 9,500,000 shares to the Underwriters. The Silver Lake entities will receive \$14.0494 per share sold to the Underwriters, Gartner and Mr. Smith. The offering price to the public for the shares sold in the Offering is \$14.75. In connection with the three above-mentioned sales (i) Silver Lake Partners, L.P. sold 9,853,693 shares; (ii) Silver Lake Investors, L.P. sold 283,150 shares; and (iii) Silver Lake Technology Investors, L.L.C. sold 563,157 shares.
 - (6) As of the closing of the transactions described herein, the Silver Lake Entities will beneficially own 27,040,128 shares of Common Stock, representing approximately 23.9% of the issued and outstanding shares of Common Stock of Gartner.

Remarks:

(***) Power of Attorney filed as Exhibit 24.1 hereto. (****) Power of Attorney filed as Exhibit 24.2 hereto.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.