

SILVER LAKE PARTNERS LP
Form 4
June 11, 2009

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 *
SILVER LAKE PARTNERS LP

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)
2775 SAND HILL ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2009

____ Director
____ Officer (give title below)
 10% Owner
____ 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

MENLO PARK, CA 94025

(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, par value \$0.0005 | 06/09/2009 | | S ⁽²⁾ | | 86,800 ⁽²⁾ | D | \$ 15.93 ⁽³⁾ 11,713,918 |
| Common Stock, par value \$0.0005 | 06/10/2009 | | S ⁽⁴⁾ | | 129,200 ⁽⁴⁾ | D | \$ 15.68 ⁽⁵⁾ 11,584,718 |
| Common Stock, par value \$0.0005 | 06/11/2009 | | S ⁽⁶⁾ | | 216,000 ⁽⁶⁾ | D | \$ 15.61 ⁽⁷⁾ 11,368,718 |

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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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SILVER LAKE PARTNERS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SILVER LAKE TECHNOLOGY INVESTORS LLC 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SILVER LAKE INVESTORS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Bingle Michael J C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| JOYCE JOHN R C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 | X | | | |

MENLO PARK, CA 94025

Signatures

| | |
|--|------------|
| /s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Partners, L.P. | 06/11/2009 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Associates, L.L.C., General Partner of Silver Lake Investors, L.P. | 06/11/2009 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Senior Vice President and General Counsel of Silver Lake Technology Management, L.L.C., the managing member of Silver Lake Partners Management Company, L.L.C., Manager of Silver Lake Technology Investors, L.L.C. | 06/11/2009 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, as Attorney-in-Fact for Michael J. Bingle | 06/11/2009 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, as Attorney-in-Fact for John R. Joyce | 06/11/2009 |
| __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).

- 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 Partners Management Company, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of
- (1) Mr. Bingle and Mr. Joyce, who are both directors of the Issuer, is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and Silver Lake Technology Management, L.L.C., the managing member of Silver Lake Partners Management Company, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have a shared voting and/or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
 - (2) Of the 86,800 shares sold by the Silver Lake Entities on June 9, 2009, (i) Silver Lake Partners, L.P. sold 79,935 shares; (ii) Silver Lake Investors, L.P. sold 2,297 shares; and Silver Lake Technology Investors, L.L.C. sold 4,568 shares.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.70 to \$16.05. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (3) Of the 129,200 shares sold by the Silver Lake Entities on June 10, 2009, (i) Silver Lake Partners, L.P. sold 118,981 shares; (ii) Silver Lake Investors, L.P. sold 3,419 shares; and Silver Lake Technology Investors, L.L.C. sold 6,800 shares.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.53 to \$16.11. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (4) Of the 216,000 shares sold by the Silver Lake Entities on June 11, 2009, (i) Silver Lake Partners, L.P. sold 198,916 shares; (ii) Silver Lake Investors, L.P. sold 5,716 shares; and Silver Lake Technology Investors, L.L.C. sold 11,368 shares.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.20 to \$16.11. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (5) Of the 216,000 shares sold by the Silver Lake Entities on June 11, 2009, (i) Silver Lake Partners, L.P. sold 198,916 shares; (ii) Silver Lake Investors, L.P. sold 5,716 shares; and Silver Lake Technology Investors, L.L.C. sold 11,368 shares.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.20 to \$16.11. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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.