SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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- 4		

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SMITH JAM	<u>IES C</u>		[]	X	Director	10% Owner			
·					Officer (give title	Other (specify			
(Last) 56 TOP GALLA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009		below)	below)			
P.O. BOX 1021)								
F.O. BOA 10212			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Rep	orting Person			
STAMFORD	СТ	06904-2212			Form filed by More tha Person	n One Reporting			
(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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	04/01/2009		J		2,733	A	\$ <mark>0</mark>	741,595	D		

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisa Expiration Date (Month/Day/Yea			ate Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Common Stock Equivalents (CSE)	\$0	04/01/2009		A		2,733		(2)	(2)	Common Stock	2,733	\$0	2,733	D	
Common Stock Equivalents (CSE)	\$0	04/01/2009		J ⁽¹⁾			2,733	(2)	(2)	Common Stock	2,733	\$0	0	D	

Explanation of Responses:

1. The reporting person has elected to receive an immediate distribution of his CSE shares.

2. These are Common Stock Equivalents received as compensation for service as an outside director of Gartner, Inc. They were granted under the Company's 2003 Long-Term Incentive Plan (2003 LTIP). The Common Stock Equivalents convert into Gartner Common Stock on the date the outside director's continuous status as a director terminates, or as otherwise provided in the 2003 LTIP.

<u>/s/ Kevin Feeney for James C.</u> Smith

04/03/2009

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.