FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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5. Relationship of Reporting Person(s) to Issuer

3235-0287 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)

1. Name and Address of Reporting Person

2. Issuer Name and Ticker or Trading Symbol

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

GODFREY	<u>DAVID</u>		<u>GA</u>	RTNER INC					(Crieci	Director Officer (give title		Owner (specify
(Last) (First) (Middle) 56 TOP GALLANT RD P.O. BOX 10212				e of Earliest Transa ./2013	ction (N	1onth/[	Day/Year)	_ ^	below)	below ldwide Sales		
(Street)		00004.22		mendment, Date of	Origina	l Filed	(Month/Day/Y	'ear)	6. Indi Line)	vidual or Joint/Group	3 (	``
STAMFORD (City)	CT (State)	06904-22 (Zip)								Form filed by Mo Person	re than One Rep	orting
		Table I - No	n-Derivative \$	Securities Acq	uired	, Dis	posed of,	or Ben	eficially	Owned		
Date		2. Transaction Date (Month/Day/Year)	Execution Date, Tr		action (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock			02/11/2013		М		5,625(3)	A	\$0	8,430	D	
Common Stock			02/11/2013		F		1,821(4)	D	\$49.49	6,609	D	
Common Stock			02/11/2013		М		2,833(3)	A	\$0	9,442	D	
Common Stock			02/11/2013		F		962 <sup>(4)</sup>	D	\$49.49	8,480	D	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(c.g.,	puts	, can	3, vv	arrants	, options,	CONVENT	ne secu	iiiicəj				
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)		Deri Sec Acq or D of (I	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Restricted Stock Units	\$0	02/11/2013		M			5,625 <sup>(3)</sup>	(1)	(1)	Common Stock	5,625	\$0	0	D	
Restricted Stock Units	\$0	02/11/2013		M			2,833 <sup>(3)</sup>	(2)	(2)	Common Stock	2,833	\$0	2,833	D	

### **Explanation of Responses:**

- 1. These RSUs vest in four substantially equal installments, commencing on 02/11/2010.
- 2. These RSUs vest in four substantially equal installments, commencing on 02/11/2011.
- 3. Represents shares acquired upon the release of RSUs.
- 4. Represents shares withheld from the released RSUs for the payment of applicable income and payroll withholding taxes due on release.

/s/ Jane Lucas for David 02/12/2013 **Godfrey** 

\*\* 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.