

CHART INDUSTRIES INC  
Form 4  
January 06, 2015

**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 \*  
THOMAS SAMUEL F

(Last) (First) (Middle)

ONE INFINITY CORPORATE  
CENTRE DRIVE

(Street)

GARFIELD HEIGHTS, OH 44125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHART INDUSTRIES INC [GTLIS]

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

01/02/2015

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)

Chairman, CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share <sup>(1)</sup>	01/02/2015		A		17,270 A \$ 0	46,484 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	01/02/2015		F		402 <sup>(3)</sup> D \$ 34.27	46,082 <sup>(4)</sup>	D
Common Stock, par value \$0.01	01/03/2015		M		5,329 <sup>(5)</sup> A \$ 0	51,411 <sup>(4)</sup>	D

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per share

Common Stock, par value \$0.01 01/03/2015 F 1,624<sup>(6)</sup> D \$ 34.27 49,787 <sup>(4)</sup> D

Common Stock, par value \$0.01 per share (7) 28,275 I By spouse

Common Stock, par value \$0.01 per share (7) 48,020 I By Trusts<sup>(8)</sup>

Common Stock, par value \$0.01 per share (7) 36,000 I By Trust<sup>(9)</sup>

Common Stock, par value \$0.01 per share (7) 54,000 I By Trust<sup>(10)</sup>

Common Stock, par value \$0.01 per share (7) 46,000 I By Trust<sup>(11)</sup>

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

**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 control number.**

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

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									Number of Shares
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 27.74					<u>(12)</u>	08/02/2017	Common Stock	18,300
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 30.95					<u>(13)</u>	01/02/2018	Common Stock	18,900
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 11					<u>(14)</u>	01/02/2019	Common stock	50,000
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 17.03					<u>(15)</u>	01/04/2020	Common Stock	47,100
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 36.45					<u>(16)</u>	01/03/2021	Common Stock	33,000
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 55.93					<u>(17)</u>	01/03/2022	Common Stock	21,400
Restricted Stock Unit	\$ 0	01/03/2015	M	5,329		<u>(18)</u>	01/03/2015	Common Stock	5,329 <sup>(18)</sup>
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 68.21					<u>(19)</u>	01/02/2023	Common Stock	19,400
Restricted Stock Unit <sup>(7)</sup>	\$ 0					<u>(20)</u>	01/02/2016	Common Stock	11,600
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 93.34					<u>(21)</u>	01/02/2024	Common Stock	17,800
Restricted Stock Unit <sup>(7)</sup>	\$ 0					<u>(22)</u>	01/02/2017	Common Stock	9,700
Stock Option (Right to	\$ 34.27	01/02/2015	A	58,630		<u>(23)</u>	01/02/2025	Common Stock	58,630

Buy) <sup>(23)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS SAMUEL F ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125	X		Chairman, CEO and President	

## Signatures

/s/ Samuel F. Thomas, by Matthew J. Klaben, his attorney-in-fact pursuant to Power of Attorney dated June 29, 2006 on file with the Commission 01/06/2015

\_\_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) These Restricted Share Units were granted on January 2, 2015 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued with respect to one-third (1/3) of the total number of shares on each of the first three anniversaries of the date of grant, subject to tax withholding requirements.
- (2) 17,270 shares of the total amount beneficially owned were granted on January 2, 2015, pursuant to a Restricted Share Unit Agreement under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3 subject to restriction.
- (3) Upon grant of the restricted share unit award, the reporting person surrendered 402 shares subject to the restricted share unit award to satisfy tax withholding liabilities associated with the award, in an exempt transaction under Rule 16b-3.
- (4) 16,868 shares of the total amount beneficially owned were granted on January 2, 2015, pursuant to a Restricted Share Unit Agreement under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3 and remain subject to restriction.
- (5) These shares represent vesting of Leveraged Restricted Share Units (LRSUs) granted on January 3, 2012 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. This LRSU award was originally reported at target performance levels comprising 8,840 shares, but only 5,329 shares vested and will be paid in shares of Company common stock, which reflects actual performance under the LRSU award agreement.
- (6) The reporting person surrendered 1,624 shares upon the vesting of LRSUs, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (7) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (8) Held by trusts for the benefit of the reporting person's family member. The reporting person disclaims beneficial ownership of the shares held by the trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trusts' shares for purposes of Section 16 or for any other purpose.
- (9) Held by trust, with spouse as trustee, for the benefit of the reporting person's family member. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trust's shares for purposes of Section 16 or for any other purpose.
- (10) Held by trust for the benefit of the reporting person's family members, including his spouse. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trust's shares for purposes of Section 16 or for any other purpose.
- (11) Held by trust for the benefit of the reporting person's family members, including the reporting person.
- (12)

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These options were granted on August 2, 2007 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (13) These options were granted on January 2, 2008 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (14) These options were granted on January 2, 2009 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (15) These options were granted on January 4, 2010 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (16) These options were granted on January 3, 2011 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (17) These options were granted on January 3, 2012 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (18) This LRSU award was granted on January 3, 2012 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The minimum number of shares of Company common stock that could be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that could be issued at payment is 150% of the grant amount of LRSUs. This LRSU award was originally reported at target performance levels comprising 8,840 shares, but only 5,329 shares vested, which reflects actual performance under the LRSU award agreement.

- (19) These options were granted on January 2, 2013 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (20) These LRSUs were granted on January 2, 2013 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued following the vesting of the LRSUs on the third anniversary of the date of grant. The minimum number of shares of Company common stock that will be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that will be issued at payment is 150% of the grant amount of LRSUs.

- (21) These options were granted on January 2, 2014 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

- (22) These LRSUs were granted on January 2, 2014 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued following the vesting of the LRSUs on the third anniversary of the date of grant. The minimum number of shares of Company common stock that will be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that will be issued at payment is 150% of the grant amount of LRSUs.

- (23) These options were granted on January 2, 2015 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

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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