

CHART INDUSTRIES INC  
Form 4  
January 05, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Klaben Matthew J

(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 [GTLS]

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

01/02/2016

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)  
VP, General Counsel and Sec.

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/02/2016		F	352 <sup>(1)</sup> D	\$ 17.96	28,187 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	01/02/2016		M	835 <sup>(3)</sup> A	\$ 0	29,022 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	01/02/2016		F	323 <sup>(4)</sup> D	\$ 17.96	28,699 <sup>(2)</sup>	D

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Common  
 Stock, par  
 value \$0.01 01/04/2016 A 6,040 A \$ 0 34,739 <sup>(6)</sup> D  
 per share <sup>(5)</sup>

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

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**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 Number of Shares
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 30.95					<sup>(8)</sup> 01/02/2018	Common Stock 3,020
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 11					<sup>(9)</sup> 01/02/2019	Common stock 5,210
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 17.03					<sup>(10)</sup> 01/04/2020	Common Stock 5,730
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 36.45					<sup>(11)</sup> 01/03/2021	Common Stock 3,560
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 55.93					<sup>(12)</sup> 01/03/2022	Common Stock 3,000
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 68.21					<sup>(13)</sup> 01/02/2023	Common Stock 2,800

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Restricted Stock Unit	\$ 0	01/02/2016	M	835	(14)	01/02/2016	Common Stock	835 (14)
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 93.34				(15)	01/02/2024	Common Stock	2,590
Restricted Stock Unit <sup>(7)</sup>	\$ 0				(16)	01/02/2017	Common Stock	1,400
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 34.27				(17)	01/02/2025	Common Stock	9,290
Stock Option (Right to Buy) <sup>(18)</sup>	\$ 17.72	01/04/2016	A	20,250	(18)	01/04/2026	Common Stock	20,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klaben Matthew J ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125			VP, General Counsel and Sec.	

## Signatures

/s/ Matthew J. Klaben  
01/05/2016

\*\*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) The reporting person surrendered 352 shares upon the vesting of 909 restricted share units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
  - (2) 1,821 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.  
  
These shares represent the vesting of Leveraged Restricted Share Units ("LRSUs") granted on January 2, 2013, under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan, that have vested and are paid out in shares of common stock. 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 1,670 shares, but only 835 shares vested, which reflects actual performance under the LRSU award agreement.
  - (3)
  - (4)

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The reporting person surrendered 323 shares upon the vesting of LRSUs, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.

(5) These Restricted Share Units were granted on January 4, 2016 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.

(6) 6,040 and 1,821 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 2015, respectively, pursuant to restricted share unit agreements 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.

(7) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.

(8) 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.

(9) 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.

(10) These options were granted on January 4, 2010 pursuant to the 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.

(11) These options were granted on January 3, 2011 pursuant to the 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.

(12) These options were granted on January 3, 2012 pursuant to the 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.

(13) These options were granted on January 2, 2013 pursuant to the 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.

(14) This LRSU award was 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. 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 1,670 shares, but only 835 shares vested, which reflects actual performance under the LRSU award agreement.

(15) 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.

(16) 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.

(17) 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.

(18) These options were granted on January 4, 2016 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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