THOMAS SAMUEL F
Form 4
August 29, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS SAMUEL F

(Last) (First) (Middle)

ONE INFINITY CORPORATE CENTRE DRIVE, SUITE 300

(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)
08/25/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	08/25/2006		A(1)		53,841	A	(1)	375,828	D	
Common Stock	08/25/2006		A(1)		19,340	A	(1)	134,998	I	By GRAT (2)

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)		8. Price o Derivativ Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	(3) (4)							(4)	(4)	Common Stock	237,388	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS SAMUEL F ONE INFINITY CORPORATE CENTRE DRIVE SUITE 300 GARFIELD HEIGHTS, OH 44125	X		President and CEO	

Signatures

/s/ Samuel F. Thomas, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated June 29, 2006 on file with the Commission	08/29/2006
**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) In connection with the Issuer's initial public offering on July 25, 2006, the Issuer declared a stock dividend payable to the holders of record of the Issuer's Common Stock issued and outstanding on July 25, 2006 (the "Record Date"). The payment of such stock dividend was contingent upon whether the underwriters in the Issuer's initial public offering exercised their option to purchase up to an additional 1,875,000 shares of Common Stock (the "Over-Allotment Option") on or prior to August 24, 2006 (the "Expiration Date"). The underwriters did not purchase any of the 1,875,000 shares of Common Stock under the Over-Allotment Option prior to the Expiration Date, and on August 25, 2006, the Issuer distributed the stock dividend of 1,875,000 shares ratably to the holders of its Common Stock as of the Record Date. The reporting person received 53,841 shares and the reporting person's GRAT received 19,340 shares of the Issuer's Common Stock pursuant to the stock dividend.

(2) Owned by the reporting person as Trustee for the Samuel F. Thomas, Jr. 2006 Grantor Retained Annuity Trust created by the reporting person.

(3) The number of derivative securities reported on this Form 4 represents the total number of options issued to the reporting person on November 23, 2005 as adjusted in accordance with applicable tax rules and a 9.95928-for-one stock adjustment for the shares underlying

options, which occured immediately prior to to the closing of the Company's initial public offering. The number of derivative securities was previously reported on the reporting person's Form 3, dated July 25, 2006, based on an assumed adjustment ratio which corresponded to the mid-point of an estimated price range of the initial public offering, which was slightly higher than the actual adjustment ratio, as determined subsequent to the filing of the Form 3.

(4) These options were granted on November 23, 2005 pursuant to the terms of the Chart Industries Inc. Amended and Restated 2005 Stock Incentive Plan. The options vest annually in equal installments over five years based on continued service. These options, as adjusted, are exercisable at a price of $6.50 per share.

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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