

CHART INDUSTRIES INC
Form 4
March 20, 2007

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 *
FIRST RESERVE GP X INC

2. Issuer Name and Ticker or Trading Symbol
CHART INDUSTRIES INC [GTLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE LAFAYETTE PLACE, THIRD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remark 1

(Street)
GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/19/2007 | | J(1) | | 2,666(1) | D | (1) |
| | | | | | 12,381,546 | (2) | I (3) (4) |

See Footnote (3) (4)

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.

SEC 1474 (9-02)

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

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| FIRST RESERVE GP X INC ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830 | X | X | | See Remark 1 |
| FIRST RESERVE FUND X LP ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830 | X | X | | See Remark 1 |
| FIRST RESERVE GP X LP ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830 | X | X | | See Remark 1 |

Signatures

Anne E. Gold, Authorized Person, In Capacity as Described in Remark (2) 03/20/2007
 __Signature of Reporting Person Date
 Anne E. Gold, In Capacity as Described in Remark (2) 03/20/2007
 __Signature of Reporting Person Date
 Anne E. Gold, In Capacity as Described in Remark (2) 03/20/2007
 __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 2,666 unvested restricted stock units as reported herein were forfeited to the Issuer by Ben A. Guill as a result of his March 19, 2007 resignation from the Board of Directors of the Issuer.

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- (2) Consists of 12,376,214 shares of common stock held by FR X Chart Holdings LLC, and 5,332 aggregate restricted stock units granted to Timothy H. Day and Kenneth W. Moore.

Each Reporting Person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

- (3) Additionally, pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, each Reporting Person states that this filing shall not be deemed an admission that such Reporting Person is the beneficial owner of any of the securities reported herein.

This Form 4 is filed on behalf of First Reserve GP X, Inc. ("GP X Inc."), First Reserve GP X, L.P. ("GP X"), and First Reserve Fund X, L.P. ("Fund X"). Other than the 5,332 aggregate restricted stock units held by Messrs. Day and Moore, these securities are directly

- (4) owned by FR X Chart Holdings LLC ("Holdings"). Fund X is the sole member of Holdings. Each of the Reporting Persons may be deemed to share beneficial ownership over all such securities. GP X is the general partner of Fund X, and GP X Inc. is the general partner of GP X. The Reporting Persons are entitled to a portion of the profits from the sale of Issuer securities held by Messrs. Day and Moore, and therefore the Reporting Persons may be deemed to share beneficial ownership of the 5,332 restricted stock units.

Remarks:

- (1) The Reporting Persons have included the designation of "Director" in order to satisfy potential filing obligations in the event of a change of control.
(2) First Reserve GP X, Inc., by Anne E. Gold, Secretary, is signing for itself as the designated filer, as well as in the capacity of a director.

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

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