

CHART INDUSTRIES INC

Form 4

June 13, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIRST RESERVE GP X INC

(Last) (First) (Middle)

ONE LAFAYETTE PLACE, THIRD
FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2007

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)

See Remark 1

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)
Common Stock ⁽¹⁾	06/12/2007		S	12,376,214 ⁽¹⁾ ⁽²⁾	\$ 20.2406 ⁽¹⁾	8,906 ⁽³⁾	I ⁽³⁾ ⁽⁴⁾
							See Footnotes ⁽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
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
FR X Chart Holdings LLC ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830	X	X		See Remark 1

Signatures

Anne E. Gold, in Capacity as Described in Remark (2)	06/13/2007
<u> </u> **Signature of Reporting Person	Date
Anne E. Gold, In Capacity as Described in Remark (2)	06/13/2007
<u> </u> **Signature of Reporting Person	Date
Anne E. Gold, In Capacity as Described in Remark (2)	06/13/2007
<u> </u> **Signature of Reporting Person	Date

Anne E. Gold, In Capacity as Described in
Remark (2)

06/13/2007

__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) FR X Chart Holdings LLC ("Holdings") sold an aggregate of 12,376,214 shares of Common Stock (the "Shares") of Chart Industries, Inc. (the "Issuer") pursuant to an underwriting agreement dated June 6, 2007 (filed as Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer on June 12, 2007). The sale of such Shares closed on June 12, 2007.
- (2) The Shares sold, as reported herein, were directly owned by Holdings. First Reserve Fund X, L.P. ("Fund X") is the sole member of Holdings. First Reserve GP X, L.P. ("GP X") is the general partner of Fund X, and First Reserve GP X, Inc. ("GP X Inc.," collectively with Fund X and GP X, the "Fund Entities") is the general partner of GP X.
- (3) Consists of 8,906 aggregate restricted stock units held by Timothy H. Day and Kenneth W. Moore. Each of the Fund Entities are entitled to a portion of the profits from the sale of Issuer securities held by Messrs. Day and Moore, and therefore may be deemed to share beneficial ownership of their 8,906 aggregate restricted stock units.
- (4) Each Reporting Person disclaims beneficial ownership of any of the securities reported herein except to the extent of its pecuniary interest therein.

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 Secretary.

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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