

CHART INDUSTRIES INC

Form 4

March 03, 2008

**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 \*  
**BIEHL MICHAEL 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)  
**02/28/2008**

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)

Exec VP, CFO and Treasurer

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount (D) or Price (A)   |  |                                   |
| Common Stock, par value \$0.01 per share | 02/28/2008                           |  | M                              |   | 24,000 A \$ 6.5   | 71,602   | D                                 |
| Common Stock, par value \$0.01 per share | 02/28/2008                           |  | S                              |   | 12,000 (1) D \$ 34  | 59,602   | D                                 |
| Common Stock, par value \$0.01 per share | 02/28/2008                           |  | S                              |   | 12,000 (1) D \$ 36  | 47,602   | D                                 |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 6.5   | 02/28/2008                           |  | M                              | 24,000  | 06/12/2007 11/23/2015                                    | Common Stock  | 24,000                     |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 6.5   |                                      |  |                                |   | <sup>(3)</sup> 11/23/2015                                | Common Stock  | 42,730                     |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 27.74   |                                      |  |                                |   | <sup>(4)</sup> 08/02/2007                                | Common Stock  | 6,100                      |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 30.95   |                                      |  |                                |   | <sup>(5)</sup> 01/02/2018                                | Common Stock  | 6,500                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BIEHL MICHAEL F  
ONE INFINITY CORPORATE CENTRE DRIVE  
SUITE 300  
GARFIELD HEIGHTS, OH 44125

Exec VP, CFO and Treasurer

## Signatures

/s/ Michael F. Biehl, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated June 30, 2006 on file with the Commission

03/03/2008

\_\_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 securities are being sold pursuant to a written plan adopted on November 16, 2007, that is intended to comply with Rule 10b5-1(c) under the Securities Act of 1934. All securities authorized for sale under the written plan have now been sold.
- (2) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.  
These options were granted on November 23, 2005 pursuant to the terms of the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest annually in equal installments over five years based on continued service.
- (3) These options were granted on August 2, 2007 pursuant to the terms of a Nonqualified Stock Option Agreement under 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.
- (4) These options were granted on January 2, 2008 pursuant to the terms of a Nonqualified Stock Option Agreement under 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.
- (5)

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.