

THOMAS SAMUEL F
Form 4
April 13, 2011

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 *
THOMAS SAMUEL F

(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)

04/11/2011

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)

Chairman, CEO and President

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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share <u>(1)</u> | 04/11/2011 | | M | | 76,300 | A | \$ 6.5 |
| Common Stock, par value \$0.01 per share <u>(3)</u> | 04/11/2011 | | S | | 76,300 | D | \$ 51.19 <u>(4)</u> |
| Common Stock, par | 04/12/2011 | | M | | 36,700 | A | \$ 6.5 |

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value \$0.01
per share
(1)

Common
Stock, par
value \$0.01 04/12/2011
per share
(3)

S 36,700 D \$ 49.29 155,191 (2) D
(5)

Common
Stock, par
value \$0.01
per share
(6)

11,245 I By Trust
(7)

Common
Stock, par
value \$0.01
per share
(6)

130,000 I By spouse

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) <u>(8)</u> | \$ 6.5 | 04/11/2011 | | M | 76,300 | <u>(9)</u> | 11/23/2015 | Common Stock | 76,300 |
| Stock Option (Right to Buy) <u>(8)</u> | \$ 6.5 | 04/12/2011 | | M | 36,700 | <u>(9)</u> | 11/23/2015 | Common Stock | 36,700 |
| Stock Option | \$ 6.5 | | | | | 06/12/2007 | 11/23/2015 | Common Stock | 356,876 |

| | | | | | |
|---|----------|-------------|------------|--------------|--------|
| (Right to Buy) ⁽⁶⁾ | | | | | |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 27.74 | <u>(11)</u> | 08/02/2017 | Common Stock | 18,300 |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 30.95 | <u>(12)</u> | 01/02/2018 | Common Stock | 18,950 |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 11 | <u>(13)</u> | 01/02/2019 | Common stock | 50,000 |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 17.03 | <u>(14)</u> | 01/04/2020 | Common Stock | 47,170 |
| Stock Option (Right to Buy) ⁽¹⁵⁾ | \$ 36.45 | <u>(15)</u> | 01/03/2021 | Common Stock | 33,070 |

Reporting Owners

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

Signatures

/s/ Samuel F. Thomas, by Matthew J. Klaben, his attorney-in-fact pursuant to Power of Attorney dated June 29, 2006 on file with the Commission 04/13/2011

__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 were acquired pursuant to a prearranged trading plan adopted on March 10, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.
- (2) 28,947 and 12,990 shares of the total amount beneficially owned were granted on February 22, 2010 and January 3, 2011, respectively, pursuant to restricted stock award agreements under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3 and remain subject to restriction. The restricted stock awards vest in equal installments on each of the first three anniversaries of the date of grant.
- (3)

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These securities were sold pursuant to a prearranged trading plan adopted on March 10, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$50.00 - \$53.80.

- (4) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$47.43 - \$51.02.

- (5) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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

Held by trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trust's shares for purposes of Section 16 or for any other purpose.

- (8) These options were exercised pursuant to a prearranged trading plan adopted on March 10, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.

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 from the date of grant in equal installments over five years based on continued service.

- (9) These options were granted on November 23, 2005 as performance options under the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3 and became fully vested on June 12, 2007.

These options were granted on August 2, 2007 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.

- (11) These options were granted on August 2, 2007 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.

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.

- (12) 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.

These options were granted on January 4, 2010 pursuant to 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.

- (14) These options were granted on January 3, 2011 pursuant to 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.

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.