

CHART INDUSTRIES INC

Form 4

April 13, 2011

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 *
BIEHL MICHAEL 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
____X____ Officer (give title below) ____ Other (specify below)
Executive VP, CFO & Treasurer

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)
Common Stock, par value \$0.01 per share ⁽¹⁾	04/11/2011		M	4,575 A	\$ 27.74	18,169 ⁽²⁾	D
Common Stock, par value \$0.01 per share ⁽³⁾	04/11/2011		S	4,575 D	\$ 53.51 ⁽⁴⁾	13,594 ⁽²⁾	D
Common Stock, par	04/11/2011		S	1,282 D	\$ 54.12	12,312 ⁽²⁾	D

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value
\$0.01 per
share ⁽³⁾

(5)

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

29,800 I

By spouse as
Trustee for
the Eileen
M. Biehl
Declaration
of Trust ⁽⁷⁾

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)

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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) ⁽⁸⁾	\$ 27.74	04/11/2011		M	4,575	⁽⁹⁾	08/02/2017	Common Stock	4,575	
Stock Option (Right to Buy) ⁽⁶⁾	\$ 17.03					⁽¹⁰⁾	01/04/2020	Common Stock	8,250	
Stock Option (Right to Buy) ⁽⁶⁾	\$ 30.95					⁽¹¹⁾	01/02/2018	Common Stock	6,500	
Stock Option (Right to Buy) ⁽⁶⁾	\$ 11					⁽¹²⁾	01/02/2019	Common stock	4,875	

Stock					
Option	\$ 36.45	(13)	01/03/2021	Common	7,240
(Right to				Stock	
Buy) (6)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIEHL MICHAEL F ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125			Executive VP, CFO & Treasurer	

Signatures

/s/ Michael F. Biehl, by Matthew J. Klaben, his attorney-in-fact pursuant to Power of Attorney dated June 30, 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 11, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.
- 6,194 and 2,840 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.
- (2) These securities were sold pursuant to a prearranged trading plan adopted on March 11, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$53.15 - \$53.69.
- (3) 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 \$53.61 - \$54.15.
- (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.
- (5) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (6) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (7) These options were exercised pursuant to a prearranged trading plan adopted on March 11, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.
- 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.
- (8) 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.
- (9) 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

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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.

- (13) 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.

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