THOMAS SAMUEL F

Form 4

November 08, 2011

FORM 4

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

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

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

per share

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THOMAS SAMUEL F Issuer Symbol CHART INDUSTRIES INC [GTLS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) __X__ Director 10% Owner _X__ Officer (give title _ Other (specify ONE INFINITY CORPORATE 11/04/2011 below) CENTRE DRIVE Chairman, CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GARFIELD HEIGHTS, OH 44125 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock, par value \$0.01 per share	11/04/2011		M	50,000	A	\$ 6.5	205,191 (1)	D	
Common Stock, par value \$0.01 per share	11/04/2011		S	50,000	D	\$ 59.59 (2)	155,191 (1)	D	
Common Stock, par value \$0.01							11,245	I	By Trust

Edgar Filing: THOMAS SAMUEL F - Form 4

(3)

Common Stock, par value \$0.01 per share (3)

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.

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. Transacti Code (Instr. 8)	5. Number of actiorDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	te	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)	\$ 6.5	11/04/2011		M		50,000	06/12/2007	11/23/2015	Common Stock	50,000
Stock Option (Right to Buy) (3)	\$ 27.74						<u>(6)</u>	08/02/2017	Common Stock	18,300
Stock Option (Right to Buy) (3)	\$ 30.95						<u>(7)</u>	01/02/2018	Common Stock	18,950
Stock Option (Right to Buy) (3)	\$ 11						<u>(8)</u>	01/02/2019	Common stock	50,000
Stock Option (Right to Buy) (3)	\$ 17.03						<u>(9)</u>	01/04/2020	Common Stock	47,170

Stock Option (Right to Buy) (3)

\$ 36.45

<u>(10)</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 SARFIELD 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

11/08/2011

**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).
- 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$59.50 \$59.94.

 (2) 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.
- (3) 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.
- (5) 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.
- 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.
- 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.
- These options were granted on January 3, 2011 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt (10) 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.

Reporting Owners 3

Edgar Filing: THOMAS SAMUEL F - Form 4

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.