

THOMAS SAMUEL F  
Form 4  
January 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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 [GTLIS]

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

12/31/2012

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)
Common Stock, par value \$0.01 per share	12/31/2012		G	V 1,875 D \$ 0	65,973 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	12/31/2012		G	V 375 <sup>(2)</sup> A \$ 0	31,620	I	By Trusts <sup>(3)</sup>
Common Stock, par	12/31/2012		G	V 42,000 D \$ 0	88,000	I	By spouse

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value \$0.01 per share									
Common Stock, par value \$0.01 per share	12/31/2012	G	V	42,000	A	\$ 0	107,973 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	12/31/2012	G	V	<u>14,000</u> <sup>(2)</sup>	D	\$ 0	93,973 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	12/31/2012	G	V	14,000	A	\$ 0	45,620	I	By Trusts <sup>(3)</sup>
Common Stock, par value \$0.01 per share	12/31/2012	G	V	<u>14,000</u> <sup>(2)</sup>	D	\$ 0	79,973 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	12/31/2012	G	V	14,000	A	\$ 0	34,000	I	By Trust <sup>(4)</sup>
Common Stock, par value \$0.01 per share	12/31/2012	G	V	<u>14,000</u> <sup>(5)</sup>	D	\$ 0	65,973 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	12/31/2012	G	V	14,000	A	\$ 0	54,000	I	By Trust <sup>(6)</sup>
Common Stock, par value \$0.01 per share	12/31/2012	G	V	<u>46,000</u> <sup>(7)</sup>	D	\$ 0	42,000	I	By spouse
Common Stock, par value	12/31/2012	G	V	46,000	A	\$ 0	46,000	I	By Trust <sup>(8)</sup>

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\$0.01 per share

Common Stock, par value

\$0.01 per share

01/03/2013

F

1,683  
(9)

D

\$  
68.21

64,290 (1)

D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 6.5					06/12/2007	11/23/2015	Common Stock	64,264
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 27.74					<sup>(12)</sup>	08/02/2017	Common Stock	18,300
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 30.95					<sup>(13)</sup>	01/02/2018	Common Stock	18,950
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 11					<sup>(14)</sup>	01/02/2019	Common stock	50,000
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 17.03					<sup>(15)</sup>	01/04/2020	Common Stock	47,170

Stock Option (Right to Buy) <sup>(10)</sup>	\$ 36.45					<u>(16)</u>	01/03/2021	Common Stock	33,070
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 55.93					<u>(17)</u>	01/03/2022	Common Stock	21,410
Restricted Stock Unit <sup>(10)</sup>	\$ 0					<u>(18)</u>	01/03/2015	Common Stock	8,840
Stock Option (Right to Buy) <sup>(19)</sup>	\$ 68.21	01/02/2013	A	19,470		<u>(19)</u>	01/02/2023	Common Stock	19,470
Restricted Stock Unit <sup>(20)</sup>	\$ 0	01/02/2013	A	11,650		<u>(20)</u>	01/02/2016	Common Stock	11,650

## 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 01/04/2013

      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) 14,474 and 4,331 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 shares were gifted to a trust for the benefit of the reporting person's family member. 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.
- (3) Held by trusts for the benefit of the reporting person's family member. The reporting person disclaims beneficial ownership of the shares held by the trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trusts' shares for purposes of Section 16 or for any other purpose.
- (4) Held by trust, with spouse as trustee, for the benefit of the reporting person's family member. 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

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owner of the trust's shares for purposes of Section 16 or for any other purpose.

(5) These shares were gifted to a trust for the benefit of the reporting person's family members, including his spouse. 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.

(6) Held by trust for the benefit of the reporting person's family members, including his spouse. 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.

(7) These shares were gifted to a trust for the benefit of the reporting person's family members, including the reporting person.

(8) Held by trust for the benefit of the reporting person's family members, including the reporting person.

(9) The reporting person surrendered 1683 shares upon vesting of 1/3 of the reporting person's January 3, 2011 restricted stock award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.

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

(11) 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.

(12) 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.

(13) 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.

(14) 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.

(15) 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.

(16) 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.

(17) These options were granted on January 3, 2012 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.

(18) These securities, which are referred to by the Company as Leveraged Restricted Share Units (LRSUs), were granted on January 3, 2012 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued following the vesting of the LRSUs on the third anniversary of the date of grant. The minimum number of shares of Company common stock that will be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that will be issued at payment is 150% of the grant amount of LRSUs.

(19) These options were granted on January 2, 2013 pursuant to the Chart Industries, Inc. Amended and Restated 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.

(20) These securities, which are referred to by the Company as Leveraged Restricted Share Units (LRSUs), were granted on January 2, 2013 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued following the vesting of the LRSUs on the third anniversary of the date of grant. The minimum number of shares of Company common stock that will be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that will be issued at payment is 150% of the grant amount of LRSUs.

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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