

Klaben Matthew J  
Form 4  
February 24, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Klaben Matthew J

(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)  
02/22/2011

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 \_\_\_\_ Other (specify  
below) below)

VP, General Counsel and Sec.

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/22/2011		A	894 <sup>(1)</sup>	A \$ 0	21,734 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	02/22/2011		F	328 <sup>(3)</sup>	D \$ 39.33	21,406 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	02/22/2011		F	558 <sup>(4)</sup>	D \$ 39.33	20,848 <sup>(2)</sup>	D

# Edgar Filing: Klaben Matthew J - Form 4

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 12.16					06/12/2007	03/29/2016	Common Stock	28,082	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 12.16					<sup>(7)</sup>	03/29/2016	Common Stock	34,357	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 27.74					<sup>(8)</sup>	08/02/2017	Common Stock	2,900	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 30.95					<sup>(9)</sup>	01/02/2018	Common Stock	3,020	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 11					<sup>(10)</sup>	01/02/2019	Common stock	5,210	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 17.03					<sup>(11)</sup>	01/04/2020	Common Stock	5,730	
	\$ 36.45					<sup>(12)</sup>	01/03/2021		3,560	

Stock  
Option  
(Right to  
Buy) <sup>(5)</sup>

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klaben Matthew J ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125			VP, General Counsel and Sec.	

## Signatures

/s/ Matthew J.  
Klaben

02/24/2011

    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) Represents performance units granted on January 2, 2008 under the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan that have vested and are paid out in shares of common stock.
- (2) 4,840 and 1,390 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. The restricted stock awards vest in equal installments on each of the first three anniversaries of the date of grant.
- (3) The reporting surrendered 328 shares upon vesting of performance units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (4) The reporting person surrendered 558 shares upon vesting of 1/3 of the reporting person's February 22, 2010 restricted stock award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (5) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (6) These options were granted on March 29, 2006 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.
- (7) These options were granted on March 29, 2006 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.
- (8) 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.
- (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 stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (10) 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.
- (11) These options were granted on January 4, 2010 pursuant to the 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

## Edgar Filing: Klaben Matthew J - Form 4

underlying the stock options on each of the first four anniversaries of the date of grant.

(12) These options were granted on January 3, 2011 pursuant to the 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.