

CHART INDUSTRIES INC

Form 4

February 17, 2017

**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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Webster Kenneth 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)  
02/15/2017

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)

Vice President and CFO

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 <sup>(1)</sup>	02/15/2017		A	959	A \$ 0	20,150 <sup>(2)</sup>	D
Common Stock, par value \$0.01 per share	02/15/2017		F	317 <sup>(3)</sup>	D \$ 39.78	19,833 <sup>(2)</sup>	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**

SEC 1474  
(9-02)

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**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. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 17.03					<sup>(5)</sup>	01/04/2020	Common Stock	965	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 36.45					<sup>(6)</sup>	01/03/2021	Common Stock	2,590	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 55.93					<sup>(7)</sup>	01/03/2022	Common Stock	1,520	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 68.21					<sup>(8)</sup>	01/02/2023	Common Stock	1,310	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 93.34					<sup>(9)</sup>	01/02/2024	Common Stock	1,200	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 34.27					<sup>(10)</sup>	01/02/2025	Common Stock	3,950	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 17.72					<sup>(11)</sup>	01/04/2026	Common Stock	8,690	

Stock					
Option	\$ 36.93	(12)	01/03/2027	Common	12,900
(Right to				Stock	
Buy) <sup>(4)</sup>					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Webster Kenneth J ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125			Vice President and CFO	

## Signatures

/s/ Kenneth J. Webster, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated March 1, 2008 on file with the Commission. 02/17/2017

\_\_\_\_ 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, 2014, under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan, that have vested and are paid out in shares of common stock.
- (2) 3,850, 3,900, 1,727 and 387 and shares of the total amount beneficially owned were granted on January 3, 2017, April 15, 2016, January 4, 2016 and January 2, 2015, respectively, pursuant to restricted share unit agreements under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3 and remain subject to restriction.
- (3) The reporting person surrendered 317 shares upon vesting of performance units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (4) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) These options were granted on January 2, 2014 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.
- (10) These options were granted on January 2, 2015 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.
- (11)

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These options were granted on January 4, 2016 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.

(12) These options were granted on January 3, 2017 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.

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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