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CHART INDUSTRIES INC

Form 3 July 25, 2006

FORM 3

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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)

Statement

(Month/Day/Year)

07/25/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CHART INDUSTRIES INC [GTLS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

President and CEO

5. If Amendment, Date Original

Filed(Month/Day/Year)

ONE INFINITY CORPORATE CENTRE DRIVE, SUITE 300

(Street)

X Director _X_ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

By GRAT (1)

Form filed by More than One

Reporting Person

GARFIELD HEIGHTS. OHÂ 44125

> (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common Stock

321,987

Common Stock

115,658

Â D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

I

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise

5. 6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

Price of Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) (2)	(2)	11/23/2015	Common Stock	240,993 (3)	\$ 6.41 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
THOMAS SAMUEL F ONE INFINITY CORPORATE CENTRE DRIVE SUITE 300 GARFIELD HEIGHTS, OH 44125	ÂX	Â	President and CEO	Â	

Signatures

/s/ Arthur C. Hall III as attorney-in-fact for Samuel F. Thomas 07/25/2006 under Power of Attorney

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Owned by the reporting person as Trustee for the Samuel F. Thomas, Jr. 2006 Grantor Retained Annuity Trust created by the reporting person.
- (2) These options were granted on November 23, 2005 pursuant to the terms of the Chart Industries Inc. Amended and Restated 2005 Stock Incentive Plan. The options vest annually in equal installments over five years based on continued service.
 - The number of underlying securities is based on a 10.1088-for-one adjustment for the shares underlying options, which will occur immediately prior to the closing of the Company's initial public offering and assumes a pricing at the \$20.00 mid-point of an estimated price range of between \$19.00 and \$21.00. This adjustment ratio, and consequently the number of underlying securities, is subject to
- change upon pricing of the Company's initial public offering. A \$1.00 increase in the offering price to \$21.00 per share would result in an increase of the cumulative adjustment ratio to approximately 10.1301-for-one, and a \$1.00 decrease in the offering price to \$19.00 per share would result in a reduction of the cumulative adjustment ratio to approximately 10.0853-for-one. The exercise price of the derivative security will be adjusted in accordance with the adjustment ratio. The final options (if different than reported herein) will be reflected in future filings made by the reporting person.

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.

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