

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

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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 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | | G | V 375 ⁽²⁾ A \$ 0 | 31,620 | I | By Trusts ⁽³⁾ |
| 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 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | <u>14,000</u> ⁽²⁾ | D | \$ 0 | 93,973 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | 14,000 | A | \$ 0 | 45,620 | I | By Trusts <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | <u>14,000</u> ⁽²⁾ | D | \$ 0 | 79,973 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | 14,000 | A | \$ 0 | 34,000 | I | By Trust <u>(4)</u> |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | <u>14,000</u> ⁽⁵⁾ | D | \$ 0 | 65,973 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | 14,000 | A | \$ 0 | 54,000 | I | By Trust <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 12/31/2012 | G | V | <u>46,000</u> ⁽⁷⁾ | 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 <u>(8)</u> |

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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.

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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) ⁽¹⁰⁾ | \$ 6.5 | | | | | 06/12/2007 | 11/23/2015 | Common Stock | 64,264 |
| Stock Option (Right to Buy) ⁽¹⁰⁾ | \$ 27.74 | | | | | ⁽¹²⁾ | 08/02/2017 | Common Stock | 18,300 |
| Stock Option (Right to Buy) ⁽¹⁰⁾ | \$ 30.95 | | | | | ⁽¹³⁾ | 01/02/2018 | Common Stock | 18,950 |
| Stock Option (Right to Buy) ⁽¹⁰⁾ | \$ 11 | | | | | ⁽¹⁴⁾ | 01/02/2019 | Common stock | 50,000 |
| Stock Option (Right to Buy) ⁽¹⁰⁾ | \$ 17.03 | | | | | ⁽¹⁵⁾ | 01/04/2020 | Common Stock | 47,170 |

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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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