

CHART INDUSTRIES INC

Form 4

January 05, 2016

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

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(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 [GTLS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2016

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/02/2016		F	1,340 (1)	D \$ 17.96	56,501 (2)	D
Common Stock, par value \$0.01 per share	01/02/2016		M	5,825 (3)	A \$ 0	62,326 (2)	D
Common Stock, par value \$0.01 per share	01/02/2016		F	1,903 (4)	D \$ 17.96	60,423 (2)	D

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Common Stock, par value \$0.01 per share (5)	01/04/2016	A	37,400	A	\$ 0	97,823 (6)	D	
Common Stock, par value \$0.01 per share	01/04/2016	F	928 (7)	D	\$ 17.72	96,895 (8)	D	
Common Stock, par value \$0.01 per share (9)						28,275	I	By spouse
Common Stock, par value \$0.01 per share (9)						48,020	I	By Trusts (10)
Common Stock, par value \$0.01 per share (9)						36,000	I	By Trust (11)
Common Stock, par value \$0.01 per share (9)						54,000	I	By Trust (12)
Common Stock, par value \$0.01 per share (9)						46,000	I	By Trust (13)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security	(D) (Instr. 3, 4, and 5)									
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy) <u>(9)</u>	\$ 27.74							<u>(14)</u>	08/02/2017	Common Stock	18,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 30.95							<u>(15)</u>	01/02/2018	Common Stock	18,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 11							<u>(16)</u>	01/02/2019	Common stock	50,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 17.03							<u>(17)</u>	01/04/2020	Common Stock	47,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 36.45							<u>(18)</u>	01/03/2021	Common Stock	33,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 55.93							<u>(19)</u>	01/03/2022	Common Stock	21,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 68.21							<u>(20)</u>	01/02/2023	Common Stock	19,000
Restricted Stock Unit	\$ 0	01/02/2016		M			5,825	<u>(21)</u>	01/02/2016	Common Stock	5,825 (2)
Stock Option (Right to Buy) <u>(9)</u>	\$ 93.34							<u>(22)</u>	01/02/2024	Common Stock	17,000
Restricted Stock Unit <u>(9)</u>	\$ 0							<u>(23)</u>	01/02/2017	Common Stock	9,000
Stock Option (Right to Buy) <u>(9)</u>	\$ 34.27							<u>(24)</u>	01/02/2025	Common Stock	58,000

Stock									
Option	\$ 17.72	01/04/2016	A	125,240	(25)	01/04/2026	Common	125	
(Right to							Stock		
Buy) (25)									

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 01/05/2016

__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) The reporting person surrendered 1,340 shares upon the vesting of 5,355 restricted share units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (2) 11,513 shares of the total amount beneficially owned were granted on January 2, 2015, pursuant to a Restricted Share Unit Agreement 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) These shares represent the vesting of Leveraged Restricted Share Units ("LRSUs") granted on January 2, 2013, under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan, that have vested and are paid out in shares of common stock. The minimum number of shares of Company common stock that could be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that could be issued at payment is 150% of the grant amount of LRSUs. This LRSU award was originally reported at target performance levels comprising 11,650 shares, but only 5,825 shares vested, which reflects actual performance under the LRSU award agreement.
- (4) The reporting person surrendered 1,903 shares upon the vesting of LRSUs, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (5) These Restricted Share Units 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. Shares of Company common stock will be issued with respect to one-third (1/3) of the total number of shares on each of the first three anniversaries of the date of grant, subject to tax withholding requirements.
- (6) 37,400 and 11,513 shares of the total amount beneficially owned were granted on 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.
- (7) Upon grant of the restricted share unit award, the reporting person surrendered 928 shares subject to the restricted share unit award to satisfy tax withholding liabilities associated with the award, in an exempt transaction under Rule 16b-3.
- (8) 36,472 and 11,513 shares of the total amount beneficially owned were granted on 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.
- (9) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (10) 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'

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shares for purposes of Section 16 or for any other purpose.

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

- (12) 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.

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

- (14) 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.

- (15) 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.

- (16) 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.

- (17) 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.

- (18) 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.

- (19) 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.

- (20) 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.

- (21) This LRSU award was granted on January 2, 2013 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. The minimum number of shares of Company common stock that could be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that could be issued at payment is 150% of the grant amount of LRSUs. This LRSU award was originally reported at target performance levels comprising 11,650 shares, but only 5,825 shares vested, which reflects actual performance under the LRSU award agreement.

- (22) 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.

- (23) These LRSUs were granted on January 2, 2014 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.

- (24) 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.

- (25) 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.

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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