

THOMAS SAMUEL F  
Form 4  
February 24, 2012

**FORM 4**

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

OMB APPROVAL

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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

(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)

02/22/2012

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or (D) Price   |  |   |
| Common Stock, par value \$0.01 per share | 02/22/2012                           |  | F                              |   | 5,261<br>(1)  | D  | \$ 62.29 52,269 (2) D                                 |
| Common Stock, par value \$0.01 per share | 02/23/2012                           |  | A                              |   | 29,039<br>(3)   | A  | \$ 0 81,308 (2) D                                     |
| Common Stock, par value \$0.01 per share | 02/23/2012                           |  | F                              |   | 13,460<br>(4)   | D  | \$ 66.21 67,848 (2) D                                 |

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|  |   |        |   |                           |                    |   |                          |
|--|---|--------|---|---------------------------|--------------------|---|--------------------------|
| Common<br>Stock, par<br>value \$0.01 02/23/2012<br>per share<br><u>(5)</u> | M | 50,000 | A | \$ 6.5                    | 117,848 <u>(2)</u> | D |                          |
| Common<br>Stock, par<br>value \$0.01 02/23/2012<br>per share<br><u>(6)</u> | S | 50,000 | D | \$<br>64.89<br><u>(7)</u> | 67,848 <u>(2)</u>  | D |                          |
| Common<br>Stock, par<br>value \$0.01 02/24/2012<br>per share<br><u>(5)</u> | M | 8,000  | A | \$ 6.5                    | 75,848 <u>(2)</u>  | D |                          |
| Common<br>Stock, par<br>value \$0.01 02/24/2012<br>per share<br><u>(6)</u> | S | 8,000  | D | \$<br>68.15<br><u>(8)</u> | 67,848 <u>(2)</u>  | D |                          |
| Common<br>Stock, par<br>value \$0.01<br>per share<br><u>(9)</u>            |   |        |   |                           | 31,245             | I | By Trusts<br><u>(10)</u> |
| Common<br>Stock, par<br>value \$0.01<br>per share<br><u>(9)</u>            |   |        |   |                           | 20,000             | I | By Trust<br><u>(11)</u>  |
| Common<br>Stock, par<br>value \$0.01<br>per share<br><u>(9)</u>            |   |        |   |                           | 40,000             | I | By Trust<br><u>(12)</u>  |
| Common<br>Stock, par<br>value \$0.01<br>per share<br><u>(9)</u>            |   |        |   |                           | 130,000            | I | By spouse                |

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

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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) |                 |              |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy) <sup>(13)</sup> | \$ 6.5   | 02/23/2012                           |  | M                              |   | 50,000   |     | 06/12/2007  | 11/23/2015      | Common Stock | 50,000                     |
| Stock Option (Right to Buy) <sup>(13)</sup> | \$ 6.5   | 02/24/2012                           |  | M                              |   | 8,000  |     | 06/12/2007  | 11/23/2015      | Common Stock | 8,000                      |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 27.74   |                                      |  |                                |   |  |     | <sup>(15)</sup>   | 08/02/2017      | Common Stock | 18,300                     |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 30.95   |                                      |  |                                |   |  |     | <sup>(16)</sup>   | 01/02/2018      | Common Stock | 18,950                     |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 11  |                                      |  |                                |   |  |     | <sup>(17)</sup>   | 01/02/2019      | Common stock | 50,000                     |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 17.03   |                                      |  |                                |   |  |     | <sup>(18)</sup>   | 01/04/2020      | Common Stock | 47,170                     |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 36.45   |                                      |  |                                |   |  |     | <sup>(19)</sup>   | 01/03/2021      | Common Stock | 33,070                     |
| Stock Option (Right to Buy) <sup>(9)</sup>  | \$ 55.93   |                                      |  |                                |   |  |     | <sup>(20)</sup>   | 01/03/2022      | Common Stock | 21,410                     |
|   | \$ 0   |                                      |  |                                |   |  |     | <sup>(21)</sup>   | 01/03/2015      |              | 8,840                      |

Restricted  
Stock Unit  
(9)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| THOMAS SAMUEL F<br>ONE INFINITY CORPORATE CENTRE DRIVE<br>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

02/24/2012

\_\_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 5261 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.
- (2) 14,474 and 8,661 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 and remain subject to restriction. The restricted stock awards vest in equal installments on each of the first three anniversaries of the date of grant.
- (3) Represents performance units granted on February 23, 2009 under the Chart Industries, Inc. 2005 Stock Incentive Plan that have vested and are paid out in shares of common stock.
- (4) The reporting person surrendered 13,460 shares upon vesting of performance units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (5) These securities were acquired pursuant to a prearranged trading plan adopted on November 9, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.
- (6) These securities were sold pursuant to a prearranged trading plan adopted on November 9, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.
- (7) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$64.00 - \$65.55. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (8) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$68.00 - \$68.44. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (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 daughter. 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' 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 son. 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.

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- Held by trust for the benefit of the reporting person's family, including his spouse and daughter. The reporting person disclaims
- (12) 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) These options were exercised pursuant to a prearranged trading plan adopted on November 9, 2011, that is intended to comply with Rule 10b5-1(c) under the Securities and Exchange Act of 1934.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) 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.

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.