

CHART INDUSTRIES INC  
 Form 5  
 February 13, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BIEHL MICHAEL F**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**CHART INDUSTRIES INC [GTL5]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Exec VP and CFO

**ONE INFINITY CORPORATE CENTRE DRIVE, SUITE 300**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

**GARFIELD HEIGHTS, OH 44125**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (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 at end of Issuer's Fiscal Year (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 | 07/16/2008                           | ^  | G                              | 31,000 D  | \$ 0 4,097   | D  | ^   |
| Common Stock, par value \$0.01 per share | 07/16/2008                           | ^  | G                              | 31,000 A  | \$ 0 31,000  | I  | By spouse as Trustee for the Eileen M. Biehl          |

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|  |            |   |   |       |   |      |                       |   |  |   |
|--|------------|---|---|-------|---|------|-----------------------|---|--|---|
| share                                    |            |   |   |       |   |      |                       |   |  | Declaration of Trust  |
| Common Stock, par value \$0.01 per share | 12/25/2008 | Â | G | 1,200 | D | \$ 0 | 29,800 <sup>(1)</sup> | I |  | By spouse as Trustee for the Eileen M. Biehl Declaration of Trust |
| Common Stock, par value \$0.01 per share | 12/25/2008 | Â | G | 200   | A | \$ 0 | 200 <sup>(1)</sup>    | I |  | By son  |

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.**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 6.5   | Â                                    | Â  | Â                              | Â Â Â <sup>(3)</sup>  | 11/23/2015   | Common Stock  | 42,730                        |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 27.74   | Â                                    | Â  | Â                              | Â Â Â <sup>(4)</sup>  | 08/02/2017   | Common Stock  | 6,100                         |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 30.95   | Â                                    | Â  | Â                              | Â Â Â <sup>(5)</sup>  | 01/02/2018   | Common Stock  | 6,500                         |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BIEHL MICHAEL F<br>ONE INFINITY CORPORATE CENTRE DRIVE<br>SUITE 300<br>GARFIELD HEIGHTS, OH 44125 | ^             | ^         | ^ Exec VP and CFO | ^     |

## Signatures

/s/ Michael F. Biehl, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated June 30, 2006 on file with the Commission 02/13/2009

\_\_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 disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (2) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (3) These options were granted on November 23, 2005 pursuant to the terms of the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest annually from the date of grant in equal installments over five years based on continued service.
- (4) These options were granted on August 2, 2007 pursuant to the terms of a Nonqualified Stock Option Agreement under 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.
- (5) These options were granted on January 2, 2008 pursuant to the terms of a Nonqualified Stock Option Agreement under 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.

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### Remarks:

The stock options reported on Table II of this Form 5 does not include 9,750 stock options granted

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.