

CHART INDUSTRIES INC
Form 4
January 05, 2016

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)

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

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 of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| Derivative Security | Code | V | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount | | |
|--------------------------------------------|------|---|-----------------------------|-----|------------------|-----------------|--------------|------------|--------------|-------|
| | | | (A) | (D) | | | | | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (14) | 08/02/2017 | Common Stock | 18,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (15) | 01/02/2018 | Common Stock | 18,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (16) | 01/02/2019 | Common stock | 50,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (17) | 01/04/2020 | Common Stock | 47,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (18) | 01/03/2021 | Common Stock | 33,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (19) | 01/03/2022 | Common Stock | 21,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (20) | 01/02/2023 | Common Stock | 19,000 | | |
| Restricted Stock Unit | \$ 0 | | 01/02/2016 | M | | 5,825 | (21) | 01/02/2016 | Common Stock | 5,825 |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (22) | 01/02/2024 | Common Stock | 17,000 | | |
| Restricted Stock Unit ⁽⁹⁾ | \$ 0 | | | | (23) | 01/02/2017 | Common Stock | 9,000 | | |
| Stock Option (Right to Buy) ⁽⁹⁾ | | | | | (24) | 01/02/2025 | Common Stock | 58,000 | | |

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

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. 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.