

Johnson William
Form 4
January 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Johnson William

(Last) (First) (Middle)

3055 TORRINGTON DRIVE

(Street)

BALL GROUND, GA 30107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHART INDUSTRIES INC [GTLS]

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

01/02/2018

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)

President and CEO

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 (1) | 01/02/2018 | | A | 13,770 | A \$ 0 43,235 | D | |
| Common stock, par value \$0.01 per share | 01/03/2018 | | F | 1,476 (2) | D \$ 50.99 41,759 (3) | 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 48.39 | 01/02/2018 | | A | 46,110 | <u>(4)</u> 01/02/2028 | Common Stock | 46,110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson William 3055 TORRINGTON DRIVE BALL GROUND, GA 30107 | X | | President and CEO | |

Signatures

/s/ William C. Johnson, by Derek B. Swanson, his attorney-in-fact

01/04/2018

**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).

- These restricted share units were granted on January 2, 2018 pursuant to the Chart Industries, Inc. 2017 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.
- The reporting person surrendered 1,476 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
 - 13,770, 8,321 and 12,741 shares of the total amount beneficially owned were granted on January 2, 2018, January 3, 2017 and August 2, 2016, respectively, pursuant to restricted share unit agreements under the Chart Industries, Inc. 2017 Omnibus Equity Plan and the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan, respectively, in an exempt transaction under Rule 16b-3 and remain subject to restriction.

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- These options were granted on January 2, 2018 pursuant to the Chart Industries, Inc. 2017 Omnibus Equity Plan in an exempt transaction
- (4) 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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