Williams Thomas L Form 4 October 03, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Williams Thomas L

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHART INDUSTRIES INC [GTLS]

(Check all applicable)

C/O CHART INDUSTRIES. INC., ONE INFINITY

CORPORATE CENTRE, SUITE

300

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

10/01/2008

3.

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

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

(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

GARFIELD HEIGHTS, OH 44125

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Middle)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Price

Common

Stock, par 10/01/2008 value \$0.01

472 \$0 967 A Α

(A)

(D)

D

per share (1)

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

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Beneficial

Ownership

(Instr. 4)

(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	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities (Instr. 3 and 4)		(Instr. 5)	Bene	
	Derivative	e								Own	
	Security									Follo	
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
				Date		Date	eate Expiration		or e Number		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) (D)			31.	iaics		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Williams Thomas L C/O CHART INDUSTRIES, INC. ONE INFINITY CORPORATE CENTRE, SUITE 300 GARFIELD HEIGHTS, OH 44125



Signatures

/s/ Thomas L. Williams, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated May 20, 2008 on file with the Commission

10/03/2008

**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) These securities were granted on October 1, 2008 pursuant to the terms of a stock award agreement under the Amended and Restated Chart Industries, Inc. 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3.

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.

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