

CHART INDUSTRIES INC

Form 4

February 18, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Webster Kenneth J

(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 [GTLS]

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

02/17/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice Pres., CAO and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	02/17/2015		A	925	A \$ 0	8,974 ⁽²⁾	D
Common Stock, par value \$0.01 per share	02/17/2015		F	353 ⁽³⁾	D \$ 31.77	8,621 ⁽²⁾	D

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**

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)		8. Price or Value 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) ⁽⁴⁾	\$ 17.03					⁽⁵⁾	01/04/2020	Common Stock	965	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 36.45					⁽⁶⁾	01/03/2021	Common Stock	2,590	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 55.93					⁽⁷⁾	01/03/2022	Common Stock	1,520	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 68.21					⁽⁸⁾	01/02/2023	Common Stock	1,310	
Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁹⁾	01/02/2016	Common Stock	780	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 93.34					⁽¹⁰⁾	01/02/2024	Common Stock	1,200	
Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽¹¹⁾	01/02/2017	Common Stock	650	
	\$ 34.27					⁽¹²⁾	01/02/2025		3,950	

Stock
Option
(Right to
Buy) ⁽⁴⁾

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Webster Kenneth J ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125	Vice Pres., CAO and Controller

Signatures

/s/ Kenneth J. 02/18/2015
Webster

 Signature of Date
Reporting Person

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) Represents performance units granted on January 3, 2012, under the Chart Industries, Inc. 2009 Omnibus Equity Plan, that have vested and are paid out in shares of common stock.
- (2) 1,160 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) The reporting person surrendered 353 shares upon the vesting of performance units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (4) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) These LRSUs were granted on January 2, 2013 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.
- (10) 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

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stock underlying the stock options on each of the first four anniversaries of the date of grant.

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

(11) 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.

These options were granted on January 2, 2015 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan

(12) 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.

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