

CHART INDUSTRIES INC
Form 4
August 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
Klaben Matthew J

(Last) (First) (Middle)

ONE INFINITY CORPORATE
CENTRE DR., SUITE 300

(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)

08/13/2008

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)
VP, General Counsel and Sec

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 08/13/2008 | | M | | 25,000 A \$ 12.16 | 28,000 | D |
| Common Stock, par value \$0.01 per share | 08/13/2008 | | S | | 15,500 D \$ 47.84 (1) | 12,500 | D |
| Common Stock, par value \$0.01 per share | 08/14/2008 | | S | | 2,500 D \$ 51.02 (2) | 10,000 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 12.16 | 08/13/2008 | | M | 25,000 | 06/12/2007 03/29/2016 | Common Stock | 25,000 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 12.16 | | | | | ⁽⁵⁾ 03/29/2016 | Common Stock | 34,357 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 27.74 | | | | | ⁽⁶⁾ 08/02/2017 | Common Stock | 2,900 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 30.95 | | | | | ⁽⁷⁾ 01/02/2018 | Common Stock | 3,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Klaben Matthew J ONE INFINITY CORPORATE CENTRE DR. SUITE 300 GARFIELD HEIGHTS, OH 44125 | | | VP, General Counsel and Sec | |

Signatures

/s/ Matthew J. Klaben, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated June 29, 2006 on file with the Commission

08/14/2008

__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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$47.53 - \$48.41.

(1) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$50.83 - \$51.26.

(2) The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) These options were granted on March 29, 2006 as performance options under the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in a transaction exempt under Rule 16b-3 and became fully vested on June 12, 2007.

(4) No transaction is being reported on this line. Reported on a previously filed Form 4.

These options were granted on March 29, 2006 pursuant to the terms of the Chart Industries, Inc. Amended and Restated 2005 Stock

(5) Incentive Plan in an exempt transaction under Rule 16b-3. The options vest annually in equal installments over five years based on continued service.

These options were granted on August 2, 2007 pursuant to the terms of the Chart Industries, Inc. Amended and Restated 2005 Stock

(6) 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.

These options were granted on January 2, 2008 pursuant to the terms of the Chart Industries, Inc. Amended and Restated 2005 Stock

(7) 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.

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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