

CHART INDUSTRIES INC  
Form 4  
January 04, 2017

**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 \*  
Cook Mary C.

(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)

01/02/2017

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)  
CAO and Controller

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)
				(A) or (D)	Price		
Common stock, par value \$0.01 per share	01/02/2017		F	59 <sup>(1)</sup> D	\$ 36.02	3,806 <sup>(2)</sup> <sup>(3)</sup>	D
Common stock, par value \$0.01 per share	01/02/2017		F	131 <sup>(4)</sup> D	\$ 36.02	3,675 <sup>(5)</sup>	D
Common stock, par value \$0.01 per share <sup>(6)</sup>	01/03/2017		A	1,100 A	\$ 0	4,775 <sup>(7)</sup>	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)	8. Amount or Number of Shares
Stock Option (Right to Buy) <sup>(8)</sup>	\$ 25.13					<sup>(9)</sup> 05/03/2026	Common Stock	6,050
Stock Option (Right to Buy) <sup>(10)</sup>	\$ 36.93	01/03/2017		A	3,860	<sup>(10)</sup> 01/03/2027	Common Stock	3,860

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Mary C. ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125			CAO and Controller	

## Signatures

/s/ Mary C. Cook, by Stephen D. Klinge, her attorney-in-fact pursuant to Power of Attorney dated April 14, 2016 on file with the Commission.

01/04/2017

\_\_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)

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Upon the vesting of the final one-third (1/3) of the reporting person's January 2, 2014 restricted stock award, the reporting person surrendered 59 shares of that restricted stock award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.

2,260 and 674 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 2015, respectively,

- (2) 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.

- (3) Total reflects an amount adjusted to account for an administrative error that resulted in the over-reporting of 495 shares of the reporting person's initial beneficial ownership.

- (4) The reporting person surrendered 131 shares upon the vesting of 337 restricted share units, which is one-third (1/3) of the reporting person's January 2, 2015 restricted share unit award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.

2,260 and 337 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 2015, respectively,

- (5) 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.

These restricted share units were granted on January 3, 2017 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus

- (6) 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.

1,100, 2,260 and 337 shares of the total amount beneficially owned were granted on January 3, 2017, January 4, 2016, and January 2,

- (7) 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.

- (8) No transaction is being reported on this line.

These options were granted on May 3, 2016 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan in

- (9) 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 3, 2017 pursuant to the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan

- (10) 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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