

CHART INDUSTRIES INC
Form 4
February 19, 2016

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 *
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)

02/17/2016

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)
Vice Pres., 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 02/17/2016 | | A | | 670 A \$ 0 | 11,974 ⁽²⁾ | D |
| Common Stock, par value \$0.01 per share | 02/17/2016 | | F | | 256 ⁽³⁾ D \$ 17.75 | 11,718 ⁽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)

required to respond unless the form displays a currently valid OMB control number.

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

Stock
 Option \$ 17.72 (12) 01/04/2026 Common Stock 8,690
 (Right to Buy) ⁽⁴⁾

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. Webster, by Matthew J. Klaben, his attorney-in-fact pursuant to Power of Attorney dated March 1, 2008 on file with the Commission. 02/19/2016

__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) Represents performance units granted on January 2, 2013, under the Chart Industries, Inc. Amended and Restated 2009 Omnibus Equity Plan, that have vested and are paid out in shares of common stock.
2,590 and 774 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) The reporting person surrendered 256 shares upon 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 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 stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (10) 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 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.

Edgar Filing: CHART INDUSTRIES INC - Form 4

(11) These options were granted on January 2, 2015 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.

(12) These options were granted on January 4, 2016 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.

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.