

CHART INDUSTRIES INC
Form 4
January 05, 2016

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 *

BIEHL MICHAEL F

(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)

01/02/2016

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)
Executive VP and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 01/02/2016 | | F | | 383 ⁽¹⁾ | D | \$ 17.96 |
| Common Stock, par value \$0.01 per share | 01/02/2016 | | M | | 1,435 ⁽³⁾ | A | \$ 0 |
| Common Stock, par | 01/02/2016 | | F | | 548 ⁽⁴⁾ | D | \$ 17.96 |
| | | | | | | | 14,368 ⁽²⁾ |

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value
\$0.01 per
share

Common
Stock, par
value 01/04/2016
\$0.01 per
share ⁽⁵⁾

A 10,240 A \$ 0 24,608 ⁽⁶⁾ D

Common
Stock, par
value 01/04/2016
\$0.01 per
share

F 501 ⁽⁷⁾ D \$ 17.72 24,107 ⁽⁸⁾ D

Common
Stock, par
value
\$0.01 per
share ⁽⁹⁾

15,500 I

By spouse
as Trustee
for the
Eileen M.
Biehl
Declaration
of Trust ⁽¹⁰⁾

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 17.03 | | | | | ⁽¹¹⁾ 01/04/2020 | Common Stock | 2,75 |
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 36.45 | | | | | ⁽¹²⁾ 01/03/2021 | Common Stock | 3,62 |

| | | | | | | | | | |
|---|----------|------------|---|--------|--|------|------------|--------------|--------------|
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 55.93 | | | | | (13) | 01/03/2022 | Common Stock | 4,38 |
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 68.21 | | | | | (14) | 01/02/2023 | Common Stock | 4,80 |
| Restricted Stock Unit | \$ 0 | 01/02/2016 | M | 1,435 | | (15) | 01/02/2016 | Common Stock | 1,43 (15) |
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 93.34 | | | | | (16) | 01/02/2024 | Common Stock | 4,50 |
| Restricted Stock Unit ⁽⁹⁾ | \$ 0 | | | | | (17) | 01/02/2017 | Common Stock | 2,45 |
| Stock Option (Right to Buy) ⁽⁹⁾ | \$ 34.27 | | | | | (18) | 01/02/2025 | Common Stock | 15,7 |
| Stock Option (Right to Buy) ⁽¹⁹⁾ | \$ 17.72 | 01/04/2016 | A | 34,300 | | (19) | 01/04/2026 | Common Stock | 34,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|------------|
| | Director | 10% Owner | Officer | Other |
| BIEHL MICHAEL F ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125 | | | Executive VP and CFO | |
| /s/ Michael F. Biehl, by Matthew J. Klaben, his attorney-in-fact pursuant to Power of Attorney dated June 30, 2006 on file with the Commission | | | | 01/05/2016 |
| | | | **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) The reporting person surrendered 383 shares upon the vesting of 1,341 restricted share units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (2)

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3,087 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) These shares represent the vesting of Leveraged Restricted Share Units ("LRSUs") 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. The minimum number of shares of Company common stock that could be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that could be issued at payment is 150% of the grant amount of LRSUs. This LRSU award was originally reported at target performance levels comprising 2,870 shares, but only 1,435 shares vested, which reflects actual performance under the LRSU award agreement.

(4) The reporting person surrendered 548 shares upon the vesting of LRSUs, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.

(5) These Restricted Share Units 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. 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.

(6) 10,240 and 3,087 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 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.

(7) Upon grant of the restricted share unit award, the reporting person surrendered 501 shares subject to the restricted share unit award to satisfy tax withholding liabilities associated with the award, in an exempt transaction under Rule 16b-3.

(8) 9,739 and 3,087 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 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.

(9) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.

(10) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(11) 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.

(12) 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.

(13) 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.

(14) 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.

(15) This LRSU award was 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. The minimum number of shares of Company common stock that could be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that could be issued at payment is 150% of the grant amount of LRSUs. This LRSU award was originally reported at target performance levels comprising 2,870 shares, but only 1,435 shares vested, which reflects actual performance under the LRSU award agreement.

(16) 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.

(17) 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.

(18)

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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.

(19) 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.