

CHART INDUSTRIES INC

Form 4

January 04, 2017

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLFE ROBERT H**

(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)  
**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)

V.P., 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/02/2017                              |                                                             | F                                    | 35 <sup>(1)</sup> D<br>\$ 36.02                                         | 4,392 <sup>(2)</sup>                                                                                               | D                                                                    |                                                                                |
| Common<br>Stock, par<br>value \$0.01<br>per share | 01/02/2017                              |                                                             | F                                    | 43 <sup>(3)</sup> D<br>\$ 36.02                                         | 4,349 <sup>(4)</sup>                                                                                               | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 45.46                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(6)</sup>                                                 | 05/25/2021                                                          | Common<br>Stock                                        | 1,125                                  |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 55.93                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(7)</sup>                                                 | 01/03/2022                                                          | Common<br>Stock                                        | 840                                    |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 68.21                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(8)</sup>                                                 | 01/02/2023                                                          | Common<br>Stock                                        | 893                                    |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 93.34                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(9)</sup>                                                 | 01/02/2024                                                          | Common<br>Stock                                        | 900                                    |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 34.27                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(10)</sup>                                                | 01/02/2025                                                          | Common<br>Stock                                        | 2,070                                  |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 17.72                                                           |                                         |                                                             |                                      |                                                                                                                    | <sup>(11)</sup>                                                | 01/04/2026                                                          | Common<br>Stock                                        | 4,510                                  |

# Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                                |       |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer                        | Other |
| WOLFE ROBERT H<br>ONE INFINITY CORPORATE CENTRE DRIVE<br>GARFIELD HEIGHTS, OH 44125 |               |           | V.P., General Counsel and Sec. |       |

## Signatures

/s/ Robert H. Wolfe, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated November 4, 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) 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 35 shares of that restricted stock award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3. 1,376 and 447 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 43 shares upon the vesting of 171 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. 1,376 and 276 shares of the total amount beneficially owned were granted on January 4, 2016 and January 2, 2015, respectively,
- (4) 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.
- (5) No transaction is being reported on this line.
- (6) These options were granted on May 25, 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 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.
- (11) 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.

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