

CHART INDUSTRIES INC

Form 4

May 25, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
FIRST RESERVE GP X INC

(Last) (First) (Middle)

**ONE LAFAYETTE PLACE, THIRD
 FLOOR**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

CHART INDUSTRIES INC [GTLS]

3. Date of Earliest Transaction
 (Month/Day/Year)

05/23/2007

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)

See Remark 1

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 ⁽¹⁾	05/23/2007		A		3,574 ⁽²⁾	A <u>(1)</u>	12,385,120 ⁽³⁾ I <u>(4)</u> <u>(5)</u>

See
 Footnote
(4) (5)

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
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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)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIRST RESERVE GP X INC ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830	X	X		See Remark 1
FIRST RESERVE FUND X LP ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830	X	X		See Remark 1
FIRST RESERVE GP X LP ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830	X	X		See Remark 1

Signatures

Anne E. Gold, in the capacity as described in Remark (2)	05/25/2007
<u> </u> **Signature of Reporting Person	Date
Anne E. Gold, In Capacity as Described in Remark (2)	05/25/2007
<u> </u> **Signature of Reporting Person	Date
Anne E. Gold, In Capacity as Described in Remark (2)	05/25/2007
<u> </u> **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) Consists of restricted stock units granted by the Issuer under its Amended and Restated 2005 Stock Incentive Plan.
- (2) Consists of 1,787 restricted stock units granted to each of Timothy H. Day and Kenneth W. Moore by the Issuer under its Amended and Restated 2005 Stock Incentive Plan. Each of Messrs. Day and Moore is a director of the Issuer and an officer of First Reserve GP X Inc.
- (3) Consists of 12,376,214 shares of common stock held by FR X Chart Holdings LLC, and 8,906 aggregate restricted stock units held by Messrs. Day and Moore.

This Form 4 is filed on behalf of First Reserve GP X, Inc. ("GP X Inc."), First Reserve GP X, L.P. ("GP X"), and First Reserve Fund X, L.P. ("Fund X"). Other than the 8,906 aggregate restricted stock units held by Messrs. Day and Moore, these securities are directly owned by FR X Chart Holdings LLC ("Holdings"). Each of the Reporting Persons may be deemed to share beneficial ownership over all such securities. Fund X is the sole member of Holdings. GP X is the general partner of Fund X, and GP X Inc. is the general partner of GP X. The Reporting Persons are entitled to a portion of the profits from the sale of Issuer securities held by Messrs. Day and Moore, and therefore the Reporting Persons may be deemed to share beneficial ownership of the 8,906 restricted stock units.
- (4) Each Reporting Person disclaims beneficial ownership of any of the securities reported herein except to the extent of its pecuniary interest therein. Additionally, pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, each Reporting Person states that this filing shall not be deemed an admission that such Reporting Person is the beneficial owner of any of the securities reported herein.
- (5)

Remarks:

- (1) The Reporting Persons have included the designation of "Director" in order to satisfy potential filing obligations in the event
- (2) First Reserve GP X, Inc., by Anne E. Gold, Secretary, is signing for itself as the designated filer, as well as in the capacity

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.