

CHART INDUSTRIES INC
Form 4
August 29, 2006

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

2. Issuer Name and Ticker or Trading Symbol
CHART INDUSTRIES INC [GTLIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LAFAYETTE PLACE, THIRD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remark 1

(Street)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/25/2006 | | A ⁽¹⁾ | | 1,773,022 | A | <u>(1)</u> |
| | | | | | 12,384,212 | I | <u>(3)</u> <u>(4)</u> |

See Footnote (3) (4)

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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 |
| FR X Chart Holdings LLC ONE LAFAYETTE PLACE THIRD FLOOR GREENWICH, CT 06830 | X | X | | See Remark 1 |

Signatures

| | |
|---|------------|
| Anne E. Gold, Authorized Person, In Capacity as Described in Remark (2) | 08/29/2006 |
| __Signature of Reporting Person | Date |
| Anne E. Gold, In Capacity as Described in Remark (2) | 08/29/2006 |
| __Signature of Reporting Person | Date |
| Anne E. Gold, In Capacity as Described in Remark (2) | 08/29/2006 |
| __Signature of Reporting Person | Date |
| Anne E. Gold, In Capacity as Described in Remark (2) | 08/29/2006 |

__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) In connection with the Issuer's initial public offering on July 25, 2006, the Issuer declared a stock dividend payable to the holders of record of the Issuer's Common Stock issued and outstanding on July 25, 2006 (the "Record Date.") The payment of such stock dividend was contingent upon whether the underwriters in the Issuer's initial public offering exercised their option to purchase up to an additional 1,875,000 shares of Common Stock (the "Over-Allotment Option") on or prior to August 24, 2006 (the "Expiration Date.") The underwriters did not purchase any of the 1,875,000 shares of Common Stock under the Over-Allotment Option prior to the Expiration Date, and on August 25, 2006, the Issuer distributed the stock dividend of 1,875,000 shares ratably to the holders of its Common Stock as of the Record Date. FR X Chart Holdings, LLC received 1,773,022 shares of the Issuer's Common Stock pursuant to this stock dividend.

(2) Consists of the 12,376,214 shares of common stock held by FR X Chart Holdings LLC, and 7,998 aggregate restricted stock units granted to Messrs. Day, Guill and Moore as previously reported.

(3) Each Reporting Person disclaims beneficial ownership of such securities 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.

(4) Other than the 7,998 restricted stock units granted to Messrs. Day, Guill, and Moore, these securities are directly owned by FR X Chart Holdings LLC ("Holdings"). Each 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" and collectively with GP X Inc. and GP X, the "Fund Entities"), 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 Fund Entities are entitled to a portion of the profits from the sale of Issuer securities held by Messrs. Day, Guill and Moore, and therefore the Fund Entities may be deemed to share beneficial ownership of the 7,998 restricted stock units.

Remarks:

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

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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