

CHART INDUSTRIES INC
Form 4
May 25, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2007

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

See Remark 1

ONE LAFAYETTE PLACE, THIRD FLOOR

(Street)

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

GREENWICH, CT 06830

(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 ⁽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.

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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)

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.

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