

CHART INDUSTRIES INC
Form 4
July 27, 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)
07/25/2006

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 | 05/18/2006 | | X | | 2,651,012 (1) | A | \$ 14 (1) |
| | | | | | 10,603,192 (1) | I | (2) (3) |
| Common Stock (4) | 07/25/2006 | | A | | 7,998 (5) | A | (4) |
| | | | | | 10,611,190 (6) | I | (3) (7) |

See Footnote (2) (3)
See Footnote (3) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrant | \$ 14 ⁽¹⁾ | 05/18/2006 ⁽⁸⁾ | | X | 1 | 11/23/2005 ⁽⁹⁾ ⁽⁹⁾ | Common Stock | 2,651,012 ⁽¹⁾ |

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, Authorized Person, In the Capacity as Described in Remark (2) 07/27/2006

__Signature of Reporting Person Date

Anne E. Gold, In Capacity as Described in Remark (2) 07/27/2006

__Signature of Reporting Person Date

Anne E. Gold, In Capacity as Described in Remark (2) 07/27/2006

__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) These figures reflect adjustments made per the 4.6263-for-one stock split effected by the Issuer prior to the consummation of its initial public offering.

These securities are directly owned by FR X Chart Holdings LLC ("Holdings"). In addition to 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 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.
- (2) Each Reporting Person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (3) 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) The restricted stock units as reported herein were granted by the Issuer under its Amended and Restated 2005 Stock Incentive Plan.

Consists of 2,666 restricted stock units granted by the Issuer under its Amended and Restated Stock Incentive Plan to each of Timothy H. Day, Ben A. Guill, and Kenneth W. Moore. Each of Messrs. Day, Guill and Moore are Directors of the Issuer and officers of GP X Inc.
- (5) Consists of the 10,603,192 shares of common stock held by FR X Chart Holdings LLC, and the 7,998 aggregate restricted stock units granted to Messrs. Day, Guill and Moore as reported herein.

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 aggregate restricted stock units granted to them, as reported herein. As noted above, the Fund Entities also may be deemed to share beneficial ownership over the securities owned by Holdings.
- (6) The Warrant was exercised on May 18, 2006, prior to the Issuer first registering any securities under Section 12 of the Securities Exchange Act of 1934.
- (7) Following approval by the Issuer's Board of Directors, the Issuer granted this Warrant to FR X Chart Holdings LLC on November 23, 2005. The Warrant was exercisable at any time.
- (8)
- (9)

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 Issuer.

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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