

CHART INDUSTRIES INC
Form 4
June 13, 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

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)
06/12/2007

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 ⁽¹⁾ | 06/12/2007 | | S | | 12,376,214 ⁽¹⁾ ⁽²⁾ | D | \$ 20.2406 ⁽¹⁾ |
| | | | | | 8,906 ⁽³⁾ | I ⁽³⁾ ⁽⁴⁾ | See Footnotes ⁽³⁾ ⁽⁴⁾ |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Anne E. Gold, In Capacity as Described in
Remark (2)

06/13/2007

__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) FR X Chart Holdings LLC ("Holdings") sold an aggregate of 12,376,214 shares of Common Stock (the "Shares") of Chart Industries, Inc. (the "Issuer") pursuant to an underwriting agreement dated June 6, 2007 (filed as Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer on June 12, 2007). The sale of such Shares closed on June 12, 2007.
- (2) The Shares sold, as reported herein, were directly owned by Holdings. First Reserve Fund X, L.P. ("Fund X") is the sole member of Holdings. First Reserve GP X, L.P. ("GP X") is the general partner of Fund X, and First Reserve GP X, Inc. ("GP X Inc.," collectively with Fund X and GP X, the "Fund Entities") is the general partner of GP X.
- (3) Consists of 8,906 aggregate restricted stock units held by Timothy H. Day and Kenneth W. Moore. Each of the Fund Entities are entitled to a portion of the profits from the sale of Issuer securities held by Messrs. Day and Moore, and therefore may be deemed to share beneficial ownership of their 8,906 aggregate 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.

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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