

Webster Kenneth J
 Form 4
 February 24, 2011

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 *
 Webster Kenneth J

(Last) (First) (Middle)

ONE INFINITY CORPORATE
 CENTRE DRIVE

(Street)

GARFIELD HEIGHTS, OH 44125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHART INDUSTRIES INC [GTLS]

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

02/22/2011

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)
 Vice Pres., CAO and Controller

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 02/22/2011 | | A | 663 ⁽¹⁾ | \$ 0 | D | |
| Common Stock, par value \$0.01 per share | 02/22/2011 | | F | 240 ⁽³⁾ | \$ 39.33 | D | |
| Common Stock, par value \$0.01 per share | 02/22/2011 | | F | 393 ⁽⁴⁾ | \$ 39.33 | D | |

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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)

| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 27.74 | | | | | <u>(6)</u> | 08/02/2017 | Common Stock | 1,300 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 30.95 | | | | | <u>(7)</u> | 01/02/2018 | Common Stock | 2,240 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 11 | | | | | <u>(8)</u> | 01/02/2019 | Common stock | 3,360 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 17.03 | | | | | <u>(9)</u> | 01/04/2020 | Common Stock | 3,860 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 36.45 | | | | | <u>(10)</u> | 01/03/2021 | Common Stock | 2,590 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Webster Kenneth J
 ONE INFINITY CORPORATE CENTRE DRIVE
 GARFIELD HEIGHTS, OH 44125

Vice Pres., CAO and Controller

Signatures

/s/ Kenneth J.
 Webster

02/24/2011

**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) Represents performance units granted on January 2, 2008 under the Chart Industries, Inc. 2005 Stock Incentive Plan that have vested and are paid out in shares of common stock.
- (2) 3,260 and 1,020 shares of the total amount beneficially owned were granted on February 22, 2010 and January 3, 2011, respectively, pursuant to restricted stock award agreements under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The restricted stock awards vest in equal installments on each of the first three anniversaries of the date of grant.
- (3) The reporting person surrendered 240 shares upon vesting of performance units, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (4) The reporting person surrendered 393 shares upon vesting of 1/3 of the reporting person's February 22, 2010 restricted stock award, to satisfy tax withholding liabilities, in an exempt transaction under Rule 16b-3.
- (5) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.
- (6) These options were granted on August 2, 2007 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (7) These options were granted on January 2, 2008 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (8) These options were granted on January 2, 2009 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (9) These options were granted on January 4, 2010 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (10) These options were granted on January 3, 2011 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

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.