

THOMAS SAMUEL F
Form 5
February 14, 2007

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
THOMAS SAMUEL F

(Last) (First) (Middle)

ONE INFINITY CORPORATE
CENTRE DRIVE, SUITE 300

(Street)

GARFIELD
HEIGHTS, OH 44125

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)
President and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) | Amount or Price \$ | | |
| Common Stock (1) | 05/19/2006 | ^ | M4 | A | 437,645 (2) 3.5 (3) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | I | By GRAT (4) |

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

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SEC 2270 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock (Right to Buy) ⁽¹⁾ | \$ 3.5 ⁽³⁾ | 05/19/2006 | ∅ | M4 | ∅ (A) 437,645 ⁽²⁾ (D) | ∅ (A) ⁽⁵⁾ 03/19/2014 | Common Stock 437,645 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS SAMUEL F ONE INFINITY CORPORATE CENTRE DRIVE SUITE 300 GARFIELD HEIGHTS, OH 44125 | ∅ X | ∅ | ∅ President and CEO | ∅ |

Signatures

/s/ Samuel F. Thomas, by Arthur C. Hall III, his attorney-in-fact pursuant to Power of Attorney dated June 29, 2006 on file with the Commission 02/14/2007

__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) The reported transaction occurred prior to the Company's initial public offering and was inadvertently omitted from the reporting person's Form 4 filed on August 29, 2006.
- (2) The reported number has been adjusted to give effect to a 4.6263-for-one stock split of the Company's common stock that occurred on July 20, 2006, prior to the consummation of the Company's initial public offering.
- (3) The reported price has been adjusted to give effect to a 4.6263-for-one stock split of the Company's common stock that occurred on July 20, 2006, prior to the consummation of the Company's initial public offering.
- (4) Owned by the reporting person as Trustee for the Samuel F. Thomas, Jr. 2006 Grantor Retained Annuity Trust created by the reporting person.
- (5) The options were granted under the Chart Industries, Inc. 2004 Stock Option and Incentive Plan upon approval of the Board of Directors in a transaction exempt under Rule 16B-3. The reported options became exercisable on multiple dates, on or prior to October 17, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.