Menezes Eduardo F Form 4 February 29, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Menezes Eduardo F

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

C/O PRAXAIR, INC., 30 OLD

(Middle)

PRAXAIR INC [PX]

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

02/28/2012

Director 10% Owner Other (specify

(Check all applicable)

X\_ Officer (give title below) below) **Executive Vice President** 

RIDGEBURY ROAD

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DANBURY, CT 06810-5113

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

8,128.0859 (1) D

Common Stock

I 1,812.7996

401(k)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Menezes Eduardo F - Form 4

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares	
Stock Option (right to buy)	\$ 109.68	02/28/2012		A	43,005	02/28/2013(2)	02/28/2022	Common Stock	43,00	
Stock Option (right to buy)	\$ 44.25					02/22/2006(3)	02/22/2015	Common Stock	23,00	
Stock Option (right to buy)	\$ 53.98					02/28/2007(3)	02/29/2016	Common Stock	25,00	
Stock Option (right to buy)	\$ 61.47					02/27/2008(3)	02/27/2017	Common Stock	25,00	
Stock Option (right to buy)	\$ 83.89					02/26/2009(3)	02/26/2018	Common Stock	16,00	
Stock Option (right to buy)	\$ 60.92					02/24/2010(3)	02/24/2019	Common Stock	31,13	
Stock Option (right to buy)	\$ 76.16					02/23/2011(4)	02/23/2020	Common Stock	19,61	
Stock Option (right to buy)	\$ 97.84					02/22/2012(5)	02/22/2021	Common Stock	42,88	
Deferred Stock	\$ 0 (6)					<u>(7)</u>	<u>(7)</u>	Common Stock	214.4	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner rune, rune,	Director	10% Owner	Officer	Other			
Ienezes Eduardo F /O PRAXAIR, INC. O OLD RIDGEBURY ROAD			Executive Vice President				

### **Signatures**

M C/ 30

Anthony M. Pepper, Attorney-in-Fact

02/29/2012

\*\*Signature of Reporting Person

DANBURY, CT 06810-5113

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).
- This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and unvested restricted stock units.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (3) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (7) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.

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.

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