Edgar Filing: Hirsch Elizabeth T - Form 4

Hirsch Eliz Form 4	abeth T									
May 01, 20	012									
FORM	M 4 UNITED	STATES S	FCUDITI	IS AND	FV	СН	NCF CO	MMISSION	OMB AP	PROVAL
Charlet	this box	STATESS	Washing						OMB Number:	3235-0287
if no lo	nger	MENT OF				ICL			Expires:	January 31, 2005
subject Section Form 4	16.	VIENI OF		CURITI		ICIA	AL UWNI	ERSHIP OF	Estimated av burden hours response	/erage
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue. Fried put	(a) of the Pu		Holding	Cor	npar	ny Act of 1	Act of 1934, 935 or Section		
(Print or Type	e Responses)									
1. Name and Hirsch Eliz	Address of Reporting zabeth T	S	2. Issuer Nam ymbol PRAXAIR II		er or	[.] Trad		. Relationship of F ssuer		
(Last)	(First) ((Middle) 3	. Date of Earli	est Transad	ction			(Check	all applicable)	
	XAIR, INC., 39 O JRY ROAD		Month/Day/Ye)4/27/2012	ear)				Director _X Officer (give t elow) Vice Presi		Owner (specify ller
	(Street)		. If Amendmen iled(Month/Day		igina	ıl	A	. Individual or Joi pplicable Line) X_ Form filed by Oi		
DANBUR	Y, CT 06810-511	3					P	Form filed by Mo erson	ore than One Rep	orting
(City)	(State)	(Zip)	Table I - N	lon-Deriva	ative	Secu	rities Acqui	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Date, if TransactiorDisposed of (D) Code (Instr. 3, 4 and 5)			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 Indirect Beneficial Ownership (Instr. 4)	
Common			Code	V Amo	unt	(D)	Price	28,296.1245		
Stock	04/27/2012		М	15,00	00	A	\$ 36.58	(1) (1)	D	
Common Stock	04/27/2012		S	15,00	00	D	\$ 115.8514 (2)	13,296.1245 (1)	D	
Common Stock								3,189.3108	Ι	401(K)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

Edgar Filing: Hirsch Elizabeth T - Form 4

displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	orDeriv Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercisable and 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 Numbe Shares
Stock Option (right to buy)	\$ 109.68						02/28/2013 <u>(3)</u>	02/28/2022	Common Stock	9,68
Stock Option (right to buy)	\$ 36.58	04/27/2012		М		15,000	02/24/2005 <u>(4)</u>	02/24/2014	Common Stock	15,00
Stock Option (right to buy)	\$ 44.25						02/22/2006 <u>(4)</u>	02/22/2015	Common Stock	18,00
Stock Option (right to buy)	\$ 53.98						02/28/2007(4)	02/28/2016	Common Stock	16,00
Stock Option (right to buy)	\$ 61.47						02/27/2008(4)	02/27/2017	Common Stock	18,00
Stock Option (right to buy)	\$ 83.89						02/26/2009(4)	02/26/2018	Common Stock	6,40
Stock Option (right to buy)	\$ 83.89						02/26/2009 <u>(4)</u>	02/26/2018	Common Stock	9,60
Stock Option (right to buy)	\$ 60.92						02/24/2010 <u>(4)</u>	02/24/2019	Common Stock	10,82

Stock Option (right to buy)	\$ 76.16	02/23/2011 <u>(5)</u>	02/23/2020	Common Stock	5,11
Stock Option (right to buy)	\$ 97.84	02/22/2012 <u>(6)</u>	02/22/2021	Common Stock	9,89
Deferred Stock	\$ 0 <u>(7)</u>	(8)	(8)	Common Stock	61.49

Reporting Owners

		Relationships						
10% Owner	Officer	Other						
	Vice President & Controller							
10)% Owner	Vice President &						

Signatures

Anthony M. Pepper, Attorney-in-Fact

05/01/2012 Date

**Signature of Reporting Person Da Explanation of Responses:

number of shares sold at each separate price.

- * 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) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and unvested restricted stock units.
- The \$115.8514 price reported is the weighted average sale price. The sale prices ranged from \$115.705 to \$115.980 per share. Upon (2) request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (4) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (7) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (8) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Plan as amended ("Deferral Plan") 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.