

PRAXAIR INC
Form 4
February 26, 2015

FORM 4

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

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

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O PRAXAIR, INC., 30 OLD
RIDGEBURY ROAD

(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PRAXAIR INC [PX]

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

02/24/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	32,342.449 ⁽¹⁾ D		
Common Stock					2,587.1743 I		401(k)

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

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information contained in this form are not
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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 128.38	02/24/2015		A		47,375		02/24/2016 ⁽²⁾	02/24/2025	Common Stock	47,375
Stock Option (right to buy)	\$ 61.47							02/27/2008 ⁽³⁾	02/27/2017	Common Stock	25,000
Stock Option (right to buy)	\$ 83.89							02/26/2009 ⁽³⁾	02/26/2018	Common Stock	16,000
Stock Option (right to buy)	\$ 76.16							02/23/2011 ⁽³⁾	02/23/2020	Common Stock	19,610
Stock Option (right to buy)	\$ 97.84							02/22/2012 ⁽³⁾	02/22/2021	Common Stock	42,880
Stock Option (right to buy)	\$ 109.68							02/28/2013 ⁽⁴⁾	02/28/2022	Common Stock	43,000
Stock Option (right to buy)	\$ 110.58							02/26/2014 ⁽⁵⁾	02/26/2023	Common Stock	35,220
Stock Option (right to buy)	\$ 128.8							02/25/2015 ⁽⁶⁾	02/25/2024	Common Stock	37,300
Deferred Stock	\$ 0 ⁽⁷⁾							⁽⁸⁾	⁽⁸⁾	Common Stock	472,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Menezes Eduardo F C/O PRAXAIR, INC. 30 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Executive Vice President	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/26/2015

__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) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
 - (2) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2016.
 - (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 28, 2013.
 - (5) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
 - (6) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
 - (7) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (8) 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.