

PRAXAIR INC
Form 4
November 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
ANGEL STEPHEN F

(Last) (First) (Middle)

C/O PRAXAIR, INC., 39 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)
11/18/2014

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 & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (D) Price | | | |
| Common Stock | 11/18/2014 | | G V | 14,000 (1) | D \$ 0 94,895 | D | |
| Common Stock | | | | | 2,268 | I | In trust for children |
| Common Stock | | | | | 58,065 | I | Grantor Retained Annuity Trusts |
| Common Stock | | | | | 7,645.7432 | I | 401(k) |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 128.8 | | | | | 02/25/2015 ⁽²⁾ | 02/25/2024 | Common Stock | 203,930 |
| Stock Option (right to buy) | \$ 110.58 | | | | | 02/26/2014 ⁽³⁾ | 02/26/2023 | Common Stock | 187,015 |
| Stock Option (right to buy) | \$ 109.68 | | | | | 02/28/2013 ⁽⁴⁾ | 02/28/2022 | Common Stock | 236,510 |
| Stock Option (right to buy) | \$ 53.98 | | | | | 02/28/2007 ⁽⁵⁾ | 02/29/2016 | Common Stock | 65,600 |
| Stock Option (right to buy) | \$ 61.47 | | | | | 02/27/2008 ⁽⁵⁾ | 02/27/2017 | Common Stock | 308,300 |
| Stock Option (right to buy) | \$ 83.89 | | | | | 02/26/2009 ⁽⁵⁾ | 02/26/2018 | Common Stock | 195,200 |
| Stock Option | \$ 60.92 | | | | | 02/24/2010 ⁽⁵⁾ | 02/24/2019 | Common Stock | 281,510 |

(right to
buy)

Stock

Option
(right to
buy)

\$ 76.16

02/23/2011⁽⁵⁾ 02/23/2020Common
Stock

204,640

Stock

Option
(right to
buy)

\$ 97.84

02/22/2012⁽⁵⁾ 02/22/2021Common
Stock

218,175

Deferred
Stock\$ 0 ⁽⁶⁾(7)(7)Common
Stock

70,578.97

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANGEL STEPHEN F C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113 | X | | President & CEO | |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

11/25/2014

__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) Gift of Shares to The Angel Foundation, a charitable trust.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (5) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (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 ("Deferral 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.

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