

ANGEL STEPHEN F
Form 4
October 31, 2017

FORM 4

**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).

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., 10
RIVERVIEW DRIVE
(Street)

DANBURY, CT 06810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2017

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)
Chairman, 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 2,268 | I | In trust for children |
| Common Stock | | | | | 165,258 | I | Grantor Retained Annuity Trusts |
| Common Stock | | | | | 13,795 | I | Angel Descendants Trust |
| Common Stock | | | | | 9,112.9361 | I | 401(k) |

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| | | | | | | | |
|--------------|------------|---|-------------------------------|---|-----------|---------|---|
| Common Stock | 10/27/2017 | M | 281,510 | A | \$ 60.92 | 350,770 | D |
| Common Stock | 10/27/2017 | F | <u>196,675</u> ⁽¹⁾ | D | \$ 148.66 | 154,095 | D |
| Common Stock | 10/27/2017 | G | <u>28,103</u> ⁽⁸⁾ | D | \$ 0 | 125,992 | D |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 60.92 | 10/27/2017 | | M | 281,510 | 02/24/2010 ⁽²⁾ | 02/24/2019 | Common Stock | 281,510 |
| Stock Option (right to buy) | \$ 76.16 | | | | | 02/23/2011 ⁽²⁾ | 02/23/2020 | Common Stock | 204,000 |
| Stock Option (right to buy) | \$ 97.84 | | | | | 02/22/2012 ⁽²⁾ | 02/22/2021 | Common Stock | 218,000 |
| Stock Option (right to buy) | \$ 109.68 | | | | | 02/28/2013 ⁽²⁾ | 02/28/2022 | Common Stock | 230,000 |
| Stock Option (right to buy) | \$ 110.58 | | | | | 02/26/2014 ⁽²⁾ | 02/26/2023 | Common Stock | 180,000 |
| Stock | \$ 128.8 | | | | | 02/25/2015 ⁽²⁾ | 02/25/2024 | Common | 200,000 |

| | | | | | | | |
|--------------------------------------|---------------------|--|---------------------------|----------------|--|-----------------|------|
| Option (right to buy) | | | | | | Stock | |
| Stock Option (right to buy) | \$ 128.38 | | 02/24/2016 ⁽³⁾ | 02/24/2025 | | Common Stock | 26 |
| Stock Option (right to buy) | \$ 102.22 | | 02/23/2017 ⁽⁴⁾ | 02/23/2026 | | Common Stock | 41 |
| Stock Option (right to buy) | \$ 118.71 | | 02/28/2018 ⁽⁵⁾ | 02/28/2027 | | Common Stock | 43 |
| Deferred Stock Unit | \$ 0 ⁽⁶⁾ | | ⁽⁷⁾ | ⁽⁷⁾ | | Common Stock | 66,6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANGEL STEPHEN F C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810 | X | | Chairman, President & CEO | |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

10/31/2017

 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) Shares withheld from option exercise to pay the option exercise price and taxes. No market sale of shares occurred. The reporting person acquired and held 84,835 shares net of the shares withheld.
- (2) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2016.
- (4) The option vests over three years in three consecutive equal annual installments beginning on February 23, 2017.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2018.
- (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (7) Deferred stock units acquired under the Praxair Compensation Deferral Plan as amended ("Deferral Plan") and are to be settled in Praxair Common Stock.

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(8) Gift of shares; no market transaction occurred.

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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