

PRAXAIR INC  
Form 4  
February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
02/18/2014

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2014		M		31,130	A	\$ 60.92
							58,695.7693 (1)
Common Stock	02/18/2014		S		31,130	D	\$ 129.76 (2)
							27,565.7693 (1)
Common Stock							2,304.9274
						I	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 information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

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. 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 of Shares
Stock Option (right to buy)	\$ 61.47					02/27/2008 <sup>(3)</sup>	02/27/2017	Common Stock	25,000
Stock Option (right to buy)	\$ 83.89					02/26/2009 <sup>(3)</sup>	02/26/2018	Common Stock	16,000
Stock Option (right to buy)	\$ 60.92	02/18/2014		M	31,130	02/24/2010 <sup>(3)</sup>	02/24/2019	Common Stock	31,130
Stock Option (right to buy)	\$ 76.16					02/23/2011 <sup>(3)</sup>	02/23/2020	Common Stock	19,600
Stock Option (right to buy)	\$ 97.84					02/22/2012 <sup>(4)</sup>	02/22/2021	Common Stock	42,880
Stock Option (right to buy)	\$ 109.68					02/28/2013 <sup>(5)</sup>	02/28/2022	Common Stock	43,000
Stock Option (right to buy)	\$ 110.58					02/26/2014 <sup>(6)</sup>	02/26/2023	Common Stock	35,220
Deferred Stock	\$ 0 <sup>(7)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	382,800

