

PRAXAIR INC
Form 4
March 03, 2015

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)
02/27/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | Price | | In trust for children |
| Common Stock | | | | Code V | Amount | | Grantor Retained Annuity Trusts |
| Common Stock | | | | | 7,879.0889 | I | 401(k) |
| Common Stock | 02/27/2015 | | M | 40,786 | A \$ 53.98 | 142,096.127 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------------|-------------|---|
| Common Stock | 02/27/2015 | S | 40,786 | D | \$ 128.19 (1) | 101,310.127 | D |
| Common Stock | 03/02/2015 | M | 16,242 | A | \$ 53.98 | 117,552.127 | D |
| Common Stock | 03/02/2015 | S | 16,242 | D | \$ 129.2 (2) | 101,310.127 | D |
| Common Stock | 03/02/2015 | M | 125,000 | A | \$ 61.47 | 226,310.127 | D |
| Common Stock | 03/02/2015 | S | 125,000 | D | \$ 129.38 (3) | 101,310.127 | D |

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 displays a currently valid OMB control number.

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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 |
| Stock Option (right to buy) | \$ 53.98 | 02/27/2015 | | M | 40,786 | 02/28/2007 ⁽⁴⁾ | 02/29/2016 | Common Stock | 40 |
| Stock Option (right to buy) | \$ 53.98 | 03/02/2015 | | M | 16,242 | 02/28/2007 ⁽⁴⁾ | 02/29/2016 | Common Stock | 16 |
| Stock Option (right to buy) | \$ 61.47 | 03/02/2015 | | M | 125,000 | 02/27/2008 ⁽⁴⁾ | 02/27/2017 | Common Stock | 125 |
| Stock Option (right to buy) | \$ 83.89 | | | | | 02/26/2009 ⁽⁴⁾ | 02/26/2018 | Common Stock | 19 |

| | | | | | | |
|-----------------------------|---------------------|---------------------------|-------------|--------------|------|--|
| buy) | | | | | | |
| Stock Option (right to buy) | \$ 60.92 | 02/24/2010 ⁽⁴⁾ | 02/24/2019 | Common Stock | 28 | |
| Stock Option (right to buy) | \$ 76.16 | 02/23/2011 ⁽⁴⁾ | 02/23/2020 | Common Stock | 20 | |
| Stock Option (right to buy) | \$ 97.84 | 02/22/2012 ⁽⁴⁾ | 02/22/2021 | Common Stock | 21 | |
| Stock Option (right to buy) | \$ 109.68 | 02/28/2013 ⁽⁵⁾ | 02/28/2022 | Common Stock | 23 | |
| Stock Option (right to buy) | \$ 110.58 | 02/26/2014 ⁽⁶⁾ | 02/26/2023 | Common Stock | 18 | |
| Stock Option (right to buy) | \$ 128.8 | 02/25/2015 ⁽⁷⁾ | 02/25/2024 | Common Stock | 20 | |
| Stock Option (right to buy) | \$ 128.38 | 02/24/2016 ⁽⁸⁾ | 02/24/2025 | Common Stock | 26 | |
| Deferred Stock Unit | \$ 0 ⁽⁹⁾ | <u>(10)</u> | <u>(10)</u> | Common Stock | 61,1 | |

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 | | Chairman, President & CEO | |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

03/03/2015

__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) The \$128.19 price reported is the weighted average sale price. The sale prices ranged from \$128.000 to \$128.620 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.

The \$129.20 price reported is the weighted average sale price. The sale prices ranged from \$129.050 to \$129.310 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (2) The \$129.20 price reported is the weighted average sale price. The sale prices ranged from \$129.050 to \$129.310 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (3) The \$129.38 price reported is the weighted average sale price. The sale prices ranged from \$129.045 to \$130.37 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (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 28, 2013.
 - (6) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
 - (7) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
 - (8) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2016.
 - (9) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (10) Deferred stock units acquired under the Praxair Compensation Deferral Program as amended 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.