PRAXAIR INC Form 4

November 07, 2014

FORM 4 UNITED

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540

OMB APPROVAL
OMB

Check this box if no longer white the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287

January 31,

subject to Section 16. Form 4 or Form 5 obligations Expires: 2005
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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

SECURITIES

response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of R Breedlove James T	eporting Person *	2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	Director 10% Owner		
C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD		11/06/2014	X Officer (give title Other (specify below) Senior VP, Gen. Counsel & Sec.		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DANBURY, CT 068	10-5113	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	11/06/2014		M	4,120	A	\$ 60.92	41,944	D	
Common Stock	11/06/2014		S	4,120	D	\$ 126.52 (1)	37,824	D	
Common Stock							5,715.4083	I	401(k)

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

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(9-02)

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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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Year	ration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Stock Option (right to buy)	\$ 83.89					02/26/2009(2)	02/26/2018	Common Stock	39,30	
Stock Option (right to buy)	\$ 60.92	11/06/2014		M	4,120	02/24/2010(2)	02/24/2019	Common Stock	4,120	
Stock Option (right to buy)	\$ 76.16					02/23/2011(2)	02/23/2020	Common Stock	16,96	
Stock Option (right to buy)	\$ 97.84					02/22/2012(2)	02/22/2021	Common Stock	37,93	
Stock Option (right to buy)	\$ 109.68					02/28/2013(3)	02/28/2022	Common Stock	36,09	
Stock Option (right to buy)	\$ 110.58					02/26/2014(4)	02/26/2023	Common Stock	29,75	
Stock Option (right to buy)	\$ 128.8					02/25/2015(5)	02/25/2024	Common Stock	31,09	
Deferred Stock	\$ 0 (6)					<u>(7)</u>	<u>(7)</u>	Common Stock	1,383.7	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Breedlove James T C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113

Senior VP, Gen. Counsel & Sec.

Signatures

Guillermo Bichara, Attorney-in-Fact

11/07/2014

**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).
- The \$126.52 price reported is the weighted average sale price. The sale prices ranged from \$126.508 to \$126.524 per share. Upon request (1) of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the
- (1) 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) 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 28, 2013.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
- (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. 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.

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