PRAXAIR INC Form 4 March 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Roby Anne K

(Zip)

(Last) (First) (Middle)

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

PRAXAIR INC [PX]

3. Date of Earliest Transaction (Month/Day/Year) 03/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Director 10% Owner X_ Officer (give title Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DANBURY, CT 06810-5113

(City)

		1401	CI MON D	ciivative	becui	rics ricq	equired, Disposed of, or Denementary Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed //Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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							484.8761	I	401(k)		
Common Stock	03/03/2015		M	2,648 (1)	A	\$ 0	14,220	D			
Common Stock	03/03/2015		F	902 (2)	D	\$ 127.9	13,318	D			

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

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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)	Securities Acquired Disposed			ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Performance Share Units	\$ 0 (3)	03/03/2015		A	2,648		(3)	(3)	Common Stock	2,64
Performance Share Units	<u>(3)</u>	03/03/2015		M		2,648 (1)	(3)	(3)	Common Stock	2,64 (1)
Deferred Stock Units	\$ 0 (4)	03/03/2015		A	51.745		(5)	<u>(5)</u>	Common Stock	51.74

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Roby Anne K C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Senior Vice President					

Signatures

Anthony M. Pepper,
Attorney-in-Fact 03/05/2015

**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).
- $(1) \quad \text{Shares of common stock acquired pursuant to the payout of a performance share unit grant made on February 28, 2012 (the "PSU")}.$
- (2) Shares of common stock withheld from the PSU payout to cover tax withholdings.
 - The PSU paid out on March 3, 2015 and the number of shares awarded and paid out was determined based upon the cumulative earnings
- (3) per share ("EPS") of Praxair, Inc. from 2012 2014 measured against EPS goals set by the Compensation and Management Development Committee of the Board of Directors when the PSU was granted in 2012.
- (4) Conversion to Praxair Common Stock is on a 1-for-1 basis.

Reporting Owners 2

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(5) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred 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.