

Menezes Eduardo F  
Form 4  
November 01, 2018

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Menezes Eduardo 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)  
10/31/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive 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  
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                    | 10/31/2018                           |                                                    | D <sup>(1)</sup>               |                                                                   | 3,578.8626                                                                                    | D                                                        | \$ 0 <sup>(1)</sup>                                   | 0 | I | 401(k) |
| Common Stock                    | 10/31/2018                           |                                                    | D <sup>(1)</sup>               |                                                                   | 59,873.992                                                                                    | D                                                        | \$ 0 <sup>(1)</sup>                                   | 0 | D |        |

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

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                   | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 7,375                                                                                                        | <sup>(2)</sup>                                                 | <sup>(2)</sup>     | Common<br>Stock                                                     | 7,375                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                   | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 6,330                                                                                                        | <sup>(3)</sup>                                                 | <sup>(3)</sup>     | Common<br>Stock                                                     | 6,330                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(4)</sup>                                                   | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 7,808                                                                                                        | <sup>(4)</sup>                                                 | <sup>(4)</sup>     | Common<br>Stock                                                     | 7,808                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                   | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 6,464                                                                                                        | <sup>(3)</sup>                                                 | <sup>(3)</sup>     | Common<br>Stock                                                     | 6,464                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(4)</sup>                                                   | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 5,340                                                                                                        | <sup>(4)</sup>                                                 | <sup>(4)</sup>     | Common<br>Stock                                                     | 5,340                               |
| Stock<br>Option<br>(right to<br>buy)                | \$ 109.68                                                             | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 43,005                                                                                                       | <sup>(5)</sup>                                                 | 02/28/2022         | Common<br>Stock                                                     | 43,005                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 110.58                                                             | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 35,220                                                                                                       | <sup>(5)</sup>                                                 | 02/26/2023         | Common<br>Stock                                                     | 35,220                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 128.8                                                              | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 37,305                                                                                                       | <sup>(5)</sup>                                                 | 02/25/2024         | Common<br>Stock                                                     | 37,305                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 128.38                                                             | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 47,375                                                                                                       | <sup>(5)</sup>                                                 | 02/24/2025         | Common<br>Stock                                                     | 47,375                              |
| Stock<br>Option                                     | \$ 102.22                                                             | 10/31/2018                              |                                                             | D <sup>(1)</sup>                        | 89,070                                                                                                       | <sup>(6)</sup>                                                 | 02/23/2026         | Common<br>Stock                                                     | 89,070                              |

(right to  
buy)Stock  
Option  
(right to  
buy)

\$ 118.71

10/31/2018

D<sup>(1)</sup>

71,400

(7)

02/28/2027

Common  
Stock

71,400

Stock  
Option  
(right to  
buy)

\$ 154

10/31/2018

D<sup>(1)</sup>

61,430

(8)

02/27/2028

Common  
Stock

61,430

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                          |       |
|-----------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer                  | Other |
| Menezes Eduardo F<br>C/O PRAXAIR, INC.<br>10 RIVERVIEW DRIVE<br>DANBURY, CT 06810 |               |           | Executive Vice President |       |

## Signatures

Anthony M. Pepper,  
Attorney-in-Fact

11/01/2018

\_\_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).

- Reflects the disposition of Praxair common stock in connection with the consummation of the transactions contemplated by the Business Combination Agreement (the "BCA") dated as of June 1, 2017, by and among Linde Aktiengesellschaft, Praxair, Inc., a Delaware corporation (the "Company"), Linde plc, Zamalight Holdco LLC, and Zamalight Subco, Inc. (the "Business Combination"). In connection with the Business Combination, Praxair, Inc. became an indirect wholly-owned subsidiary of Linde plc, and each share of Praxair Common Stock, par value \$0.01 per share, was exchanged for one Ordinary Share of Linde plc.
- (1) Restricted Stock Units that were previously awarded by Praxair, Inc. will vest 100% on February 27, 2021. In connection with the BCA, the RSUs have been converted into RSUs of Linde plc Ordinary Shares on a one-for-one basis.
  - (2) Restricted Stock Units previously awarded by Praxair, Inc. on February 23, 2016 that will vest and payout on February 23, 2019. In connection with the BCA, the RSUs were converted to RSUs of Linde plc Ordinary Shares on a one-for-one basis.
  - (3) Restricted Stock Units previously awarded by Praxair, Inc. on February 28, 2017 that will vest and payout on February 28, 2020. In connection with the BCA, the RSUs were converted to RSUs of Linde plc Ordinary Shares on a one-for-one basis.
  - (4) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant, and was fully vested and exercisable. In accordance with the Business Combination Agreement, each stock option of Praxair outstanding immediately prior to the effective date of the Business Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.
  - (5) This options vests over three years in three consecutive equal annual installments beginning on February 23, 2017. In accordance with the Buiness Combination Agreement , each stock option of Praxair outstanding immediately prior to the effective date of the Business Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares

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equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.

This option vests over three years in three consecutive equal annual installments beginning on February 28, 2018. In accordance with the Business Combination Agreement, each stock option of Praxair outstanding immediately prior to the effective date of the Business

- (7) Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.

This option vests over three years in three consecutive equal annual installments beginning on February 27, 2019. In accordance with the Business Combination Agreement, each stock option of Praxair outstanding immediately prior to the effective date of the Business

- (8) Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of the Praxair's option.

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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