PRAXAIR INC Form 4

November 07, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction 30(n) of the Investmen

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Breedlove James T Issuer Symbol PRAXAIR INC [PX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O PRAXAIR, INC., 39 OLD 11/06/2014 below) RIDGEBURY ROAD Senior VP, Gen. Counsel & Sec. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DANBURY, CT 06810-5113 Person

	(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned
Sec	itle of urity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
	mmon ock	11/06/2014		Code V M	Amount 4,120	(D)	Price \$ 60.92	41,944	D	
	mmon ock	11/06/2014		S	4,120	D	\$ 126.52 (1)	37,824	D	
	mmon ock							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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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number on f 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 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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