PRAXAIR INC Form 4 May 12, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

January 31,
CES IN RENEFICIAL OWNERSHIP OF 2005

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Menezes Eduardo F			2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O PRAXAIR, INC., 30 OLD RIDGEBURY ROAD			05/10/2016	_X_ Officer (give title Other (specify below)		
	(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		
DANBURY, CT 06810-5113				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	sed of	` ′	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	05/10/2016		M	25,000	A	\$ 61.47	63,046.798 (1)	D	
Common Stock	05/10/2016		S	25,000	D	\$ 114.01 (2)	38,046.798 (1)	D	
Common Stock							2,986.6717	I	401(k)

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

SEC 1474

(9-02)

Edgar Filing: PRAXAIR INC - Form 4

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 of tiorDerivative 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	Amoun Number Shares
Stock Option (right to buy)	\$ 61.47	05/10/2016		M		25,000	02/27/2008(3)	02/27/2017	Common Stock	25,00
Stock Option (right to buy)	\$ 83.89						02/26/2009(3)	02/26/2018	Common Stock	16,00
Stock Option (right to buy)	\$ 76.16						02/23/2011(3)	02/23/2020	Common Stock	19,61
Stock Option (right to buy)	\$ 97.84						02/22/2012(3)	02/22/2021	Common Stock	42,88
Stock Option (right to buy)	\$ 109.68						02/28/2013(3)	02/28/2022	Common Stock	43,00
Stock Option (right to buy)	\$ 110.58						02/26/2014(3)	02/26/2023	Common Stock	35,22
Stock Option (right to buy)	\$ 128.8						02/25/2015(4)	02/25/2024	Common Stock	37,30
Stock Option (right to buy)	\$ 128.38						02/24/2016(5)	02/24/2025	Common Stock	47,37

Edgar Filing: PRAXAIR INC - Form 4

Stock Option (right to buy)	\$ 102.22	02/23/2017(6)	02/23/2026	Common Stock	89,07
Deferred Stock	\$ 0 <u>(7)</u>	<u>(8)</u>	(8)	Common Stock	699.9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Menezes Eduardo F							
C/O PRAXAIR, INC.		Executive Vice					
30 OLD RIDGEBURY ROAD							
DANBURY CT 06810-5113			President				

Signatures

Anthony M. Pepper, Attorney-in-Fact

05/12/2016

**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) This total includes shares preveiusly acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- The \$114.01 price reported is the weighted average sale price. The actual sale prices ranged from \$114.00 to \$114.09 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) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2016.
- (6) This options vests over three years in three consecutive equal annual installments beginning on February 23, 2017.
- (7) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (8) 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.

Reporting Owners 3