PRAXAIR INC Form 4

December 11, 2013

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

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * GARGALLI CLAIRE W

(Middle)

(Zip)

C/O PRAXAIR, INC., 39 OLD

(First)

RIDGEBURY ROAD

(Street)

(State)

Symbol

2. Issuer Name and Ticker or Trading

PRAXAIR INC [PX]

3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013

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

OMB

Number:

Expires:

response...

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ting Committee Associated Discount of an DemoCaiella O

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

DANBURY, CT 06810-5113

(City)	(State) (2	Table	1 - Nor	1-De	rivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned
	2. Transaction Date		3.		4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		ransactionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code		Disposed of (D) (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)			Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)
						()		Reported		
						(A)		Transaction(s)		
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code	v	Amount	(D)	THEE			
Common Stock	12/09/2013		G	V	85	D	\$0	6,605.1766 <u>(1)</u>	D	
Common Stock	12/09/2013		G	V	45	D	\$0	6,560.1766 <u>(1)</u>	D	

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

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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 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)	Code	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 47.64					04/01/2006(2)	04/01/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 48.26					09/19/2006(2)	09/19/2015	Common Stock	275
Stock Option (right to buy)	\$ 53.98					02/28/2007(2)	02/28/2016	Common Stock	7,620
Stock Option (right to buy)	\$ 61.47					02/27/2008(2)	02/27/2017	Common Stock	6,550
Stock Option (right to buy	\$ 83.89					02/26/2009(2)	02/26/2018	Common Stock	3,885
Stock Option (right to buy)	\$ 60.92					02/24/2010(2)	02/24/2019	Common Stock	4,600
Deferred Stock	\$ 0 (3)					<u>(4)</u>	<u>(4)</u>	Common Stock	9,708.687

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

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GARGALLI CLAIRE W C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113



Signatures

Anthony M. Pepper, Attorney-in-Fact

12/11/2013

**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 previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and shares of unvested restricted stock units.
- (2) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (3) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (4) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.

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.

Signatures 3