PRAXAIR INC Form 4 February 28, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Savoia Sally A

(Zip)

Symbol PRAXAIR INC [PX]

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2014

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below) Vice President

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

(Street)

(State)

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

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

DANBURY, CT 06810-5113

		Tau	16 1 - 11011-	Derivativ	e secu	iriues Acqu	ili cu, Disposcu oi	, or belieficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Commo Stock	n		Code V	Amount		Price	(Instr. 3 and 4) 19,194.7658	I	401(k)
Commo Stock	n 02/27/2014		M	4,635 (1)	A	\$ 0	20,352.1647 (2)	D	
Commo Stock	n 02/27/2014		F	1,579 (3)	D	\$ 128.07	18,773.1647 (2)	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)	5. Number of beneficially desired (A) or Disposed of (D) (Instr. 3, 4, and 5)  6. Date Exercisable Expiration Date (Month/Day/Year)  6. Date Exercisable Expiration Date (Month/Day/Year)		ate	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
Performance Share Units	\$ 0 (4)	02/27/2014		A	4,635		<u>(4)</u>	<u>(4)</u>	Common Stock	4,635
Performance Share Units	<u>(4)</u>	02/27/2014		M		4,635 (1)	<u>(4)</u>	<u>(4)</u>	Common Stock	4,635 (1)

# **Reporting Owners**

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

## **Signatures**

Anthony M. Pepper, Attorney-in-Fact

02/28/2014 Date

\*\*Signature of Reporting Person

# **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) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on February 22, 2011 (the "PSU").
- (2) This total includes shares previous acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- $\textbf{(3)} \quad \text{Shares of common stock withheld from the PSU payout to cover tax withholdings}.$
- The PSU paid out on February 27, 2014, and the number of shares awarded and paid out was determined based upon the cumulative earnings per share ("EPS") of Praxair, Inc. from 2011 2013 measured against EPS goals set by the Compensation and Management Development Committee of the Board of Directors when the PSU was granted in 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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