PRAXAIR INC Form 4 March 02, 2017

### 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 Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(City)

(State)

(Zip)

1. Name and Address of Reporting Person * GALANTE EDWARD G			2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Silver all applicable)			
C/O PRAXAIR, INC., 10 RIVERVIEW DRIVE			(Month/Day/Year) 03/01/2017	XDirector10% OwnerOther (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
DANBURY, CT 06810			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

						-	, <u> </u>		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	omr Dispo	sed of	` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	(Instr. 1)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2017		M	540	A	\$ 85.79	14,608.343	D	
Common Stock	03/01/2017		F	385 (1)	D	\$ 120.565	14,223.3431	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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)	4. Transactic Code (Instr. 8)	Derion Securation Acquired (A) of (E) of (E)	or osed O) r. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 85.79	03/01/2017		M		540	12/11/2008(2)	12/11/2017	Common Stock	540
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 Units	\$ 0 (3)						<u>(4)</u>	<u>(4)</u>	Common Stock	10,298.0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
GALANTE EDWARD G C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810	X						

### **Signatures**

Anthony M. Pepper,	
Attorney-in-Fact	03/02/2017
**Signature of Reporting Person	Date

Reporting Owners 2

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### **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 withheld to pay the exercise price of the stock option. There was no market sale of any shares. The 540 shares acquired upon the option exercise, net of 385 shares used to pay the exercise price, resulted in 155 shares that were acquired and held.
- (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.
- (5) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

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.