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LEMOINE GASTON Form 4 January 15, 2003

FORM 4

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 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

Name and Address of Reporting Person* Lemoine Gaston					me and Ti nc. DDS	cker or	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 1600 Cantrell Road				orting	ntification g Person, (voluntary)		Mo	Statement for nth/Day/Year 3/03	X O	Director		
										tores		
Little Rock, AR	(Street) 72201						Da	f Amendment, te of Original onth/Day/Year)	(C <u>X</u> Pe	Check Applical Form filed by erson	One Reporting More than One	
(City)	(State)	(Zip)	7	Γabl	e I Non-l	Deriva	tive Sec	urities Acquired, I	Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	action	Execution Date,	3. Trans action C (Instr. 8 Code	ode	4. Securition or Dispose (Instr. 3, 4) Amount	d of (D		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		. r	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Class A	1/13/03		A		74	A	17.15	1	8072	D		
Common Class A									9154	I	Retirement Plan	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

			0/1								
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Meanth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Instr. 3)	Derivative		if any			Secu	ıriti	X ear)		(Instr	. 3 & 4)	Owned	of Deriv-	(Instr. 4)	l
	Security	(Month/	(Month/	(Instr.		Acq	uire	d					ative		l
		Day/	Day/	8)		(A)						Reported	Security:		i
		Year)	Year)		þ	Disp	ose	d				Transaction(s)	Direct		l
					k	of (I	D)					(Instr. 4)	(D)		۱
													or		l
					((Inst	tr.						Indirect		l
					k	3, 4	&						(I)		l
					ŀ	5)							(Instr. 4)		ĺ
				Code	V	(A)	(D)	Date	Expira-	Title	Amount				l
								Exer-cisable	tion		or				۱
									Date		Number				۱
											of				l
											Shares				ĺ

Explanation of Responses:

By: /s/ Gat lemoine

1/15/03

Date

**Signature of Reporting Person

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

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> Common Stock 16,000 16,000 D Stock Option (right to buy) \$ 61.47 02/27/2008(3)/02/27/2017 Common Stock 18,000 18,000 D Stock Option (right to buy) \$ 83.89 02/26/2009(3)/02/26/2018 Common Stock 6,400 6,400 D Stock Option (right to buy) \$ 83.89 02/26/2009(3)/02/26/2018 Common Stock 9,600 9,600 D Stock Option (right to buy) \$ 60.92 02/24/2010(3)/02/24/2019 Common Stock 10,820 10,820 D Stock Option (right to buy) \$ 76.16 02/23/2011(4)/02/23/2020 Common Stock 5,115 5,115 D Stock Option (right to buy) \$ 97.84 02/22/2012(5)/02/22/2021 Common Stock 9,895 9,895 D Stock Option (right to buy) \$ 109.68 02/28/2013(6)/02/28/2022 Common Stock 9,680 9,680 D Deferred Stock \$ 0 (7) (8) (8) Common Stock 62.763 62.763 D

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g ,	Director	10% Owner	Officer	Other				
Hirsch Elizabeth T		77	T 7.					
C/O PRAXAIR, INC.			Vice					
39 OLD RIDGEBURY ROAD			President &					
DANBURY, CT 06810-5113			Controller					

Signatures

Anthony M. Pepper, Attorney-in-Fact

02/28/2013

**Signature of Reporting Person

Date

Reporting Owners 2

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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).
- This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and unvested restricted stock units.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
- (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 23, 2011.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (7) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (8) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Plan as amended ("Deferral Plan") and are to be settled in Praxair Common Stock.

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