

Telesz Scott E
Form 4
December 04, 2017

FORM 4

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

OMB APPROVAL

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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 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. Name and Address of Reporting Person *
Telesz Scott E

(Last) (First) (Middle)
C/O PRAXAIR, INC., 10 RIVERVIEW DRIVE
(Street)

DANBURY, CT 06810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 2,430 | I | In trusts for Children |
| Common Stock | 11/30/2017 | | M | 21,000 A \$ 97.84 | 59,135 ⁽¹⁾ | D | |
| Common Stock | 11/30/2017 | | F | 17,034 ⁽²⁾ D \$ 155.275 | 42,101 ⁽¹⁾ | D | |

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)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 | Amount Number of Shares |
| Stock Option (right to buy) | \$ 97.84 | 11/30/2017 | | M | 21,000 | 02/22/2012 ⁽³⁾ | 02/22/2021 | Common Stock | 21,000 |
| Stock Option (right to buy) | \$ 109.68 | | | | | 02/28/2013 ⁽³⁾ | 02/28/2022 | Common Stock | 43,000 |
| Stock Option (right to buy) | \$ 110.58 | | | | | 02/26/2014 ⁽³⁾ | 02/26/2023 | Common Stock | 35,200 |
| Stock Option (right to buy) | \$ 128.8 | | | | | 02/25/2015 ⁽³⁾ | 02/25/2024 | Common Stock | 37,300 |
| Stock Option (right to buy) | \$ 128.38 | | | | | 02/24/2016 ⁽⁴⁾ | 02/24/2025 | Common Stock | 47,375 |
| Stock Option (right to buy) | \$ 102.22 | | | | | 02/23/2017 ⁽⁵⁾ | 02/23/2026 | Common Stock | 88,900 |
| Stock Option (right to buy) | \$ 118.71 | | | | | 02/28/2018 ⁽⁶⁾ | 02/28/2027 | Common Stock | 69,025 |
| Deferred Stock | \$ 0 ⁽⁷⁾ | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 959,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Telesz Scott E C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| Anthony M. Pepper, Attorney-in-Fact | 12/04/2017 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Includes unvested restricted stock units.
- (2) Shares of common stock withheld to pay the option exercise price and taxes. No market sale of shares occurred. The reporting person acquired and held 3,966 shares net of the shares withheld.
- (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 24, 2016.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2017.
- (6) This options vests over three years in three consecutive equal annual installments beginning on February 28, 2018.
- (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.

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.