Menezes Eduardo F Form 4 March 05, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

1. Name and Address of Reporting Person \* Menezes Eduardo F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

PRAXAIR INC [PX]

(Check all applicable)

C/O PRAXAIR, INC., 30 OLD

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2013

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

RIDGEBURY ROAD

(Street)

4. If Amendment, Date Original

**Executive Vice President** 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

DANBURY, CT 06810-5113

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock							2,056.095	I	401(k)
Common Stock	03/01/2013		M	5,679 (1)	A	\$0	18,277.4009 (2)	D	
Common Stock	03/01/2013		F	2,122 (3)	D	\$ 111.17	16,155.4009 (2)	D	
Common Stock	03/01/2013		F	244 (4)	D	\$ 111.17	15,911.4009 (2)	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 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. Transacti Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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 or Number of Shares
Performance Share Units	\$ 0 (5)	03/01/2013		A	5,679		<u>(5)</u>	<u>(5)</u>	Common Stock	5,679
Performance Share Units	<u>(5)</u>	03/01/2013		M		5,679 (1)	<u>(5)</u>	<u>(5)</u>	Common Stock	5,679 (1)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Menezes Eduardo F			Evacutiva					
C/O PRAXAIR, INC.			Executive					
30 OLD RIDGEBURY ROAD			Vice					
DANBURY, CT 06810-5113			President					

# **Signatures**

Anthony M. Pepper, Attorney-in-Fact

03/05/2013

\*\*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) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on February 23, 2010 (the "PSU").
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (3) Shares of common stock withheld from the PSU payout to cover tax withholdings.

Reporting Owners 2

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- (4) Shares withheld for payment of taxes in connection with the portion vesting of a previously reported restricted stock unit grant.
- The PSU paid out on March 1, 2013 and the number of shares awarded and paid out was determined based upon the cumulative earnings (5) per share ("EPS") of Praxair, Inc. from 2010 2012 measured against EPS goals set by the Compensation and Management Development Committee of the Board of Directors when the PSU was granted in 2010.

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.