ANGEL STEPHEN F Form 4

February 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ANGEL STEPHEN F Issuer Symbol PRAXAIR INC [PX] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title) _ Other (specify C/O PRAXAIR, INC., 39 OLD 02/26/2013 below) RIDGEBURY ROAD President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DANBURY, CT 06810-5113 Person

(City)	(State) (Zip) 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. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or 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)		
Common Stock					` ,	54,193	D			
Common Stock						2,268	I	In trust for children		
Common Stock						58,147	I	Grantor Retained Annuity Trust		
Common Stock						6,889.8905	I	401(k)		

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Number of ionDerivative 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 Underlying Securitic (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option (right to buy)	\$ 110.58	02/26/2013		A	187,015		02/26/2014(1)	02/26/2023	Common Stock	18′
Stock Option (right to buy)	\$ 53.98						02/28/2007(2)	02/29/2016	Common Stock	65
Stock Option (right to buy)	\$ 61.47						02/27/2008(2)	02/27/2017	Common Stock	308
Stock Option (right to buy)	\$ 83.89						02/26/2009(2)	02/26/2018	Common Stock	19:
Stock Option (right to buy)	\$ 60.92						02/24/2010(2)	02/24/2019	Common Stock	281
Stock Option (right to buy)	\$ 76.16						02/23/2011(3)	02/23/2020	Common Stock	204
Stock Option (right to buy)	\$ 97.84						02/22/2012(4)	02/22/2021	Common Stock	218
	\$ 109.68						02/28/2013(5)	02/28/2022		230

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Stock Common Option Stock (right to buy)

Deferred Stock $0 \frac{(6)}{5}$ $0 \frac{(6)}{5}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ANGEL STEPHEN F
C/O PRAXAIR, INC.
39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

Signatures

Anthony M. Pepper, Attorney-in-Fact

02/28/2013 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) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
- (2) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (7) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferral Program") 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.

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