

Roby Anne K
Form 4
January 16, 2018

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roby Anne K

(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)

01/11/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock					1,135.6102	I	401(k)
Common Stock	01/11/2018		M	10,230 A	\$ 76.16 28,200	D	
Common Stock	01/11/2018		F	6,635 (1) D	\$ 165.52 21,565	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
displays a currently valid OMB control**

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 76.16	01/11/2018		M	10,230	02/23/2011 ⁽²⁾ 02/23/2020	Common Stock 10
Stock Option (right to buy)	\$ 97.84					02/22/2012 ⁽²⁾ 02/22/2021	Common Stock 13
Stock Option (right to buy)	\$ 109.68					02/28/2013 ⁽²⁾ 02/28/2022	Common Stock 18
Stock Option (right to buy)	\$ 110.58					02/26/2014 ⁽²⁾ 02/26/2023	Common Stock 15
Stock Option (right to buy)	\$ 128.8					02/25/2015 ⁽²⁾ 02/25/2024	Common Stock 19
Stock Option (right to buy)	\$ 128.38					02/24/2016 ⁽³⁾ 02/24/2025	Common Stock 20
Stock Option (right to buy)	\$ 102.22					02/23/2017 ⁽⁴⁾ 02/23/2026	Common Stock 49
Stock Option (right to buy)	\$ 118.71					02/28/2018 ⁽⁵⁾ 02/28/2027 ⁽⁵⁾	Common Stock 39

Deferred Stock	\$ 0 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	4,2
-------------------	-----------------	------------	------------	-----------------	-----

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roby Anne K C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810			Senior Vice President	

Signatures

Anthony M. Pepper, Attorney-in-Fact	01/15/2018
<u> </u> 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 withheld to pay the option exercise price, taxes and fees. No market sale of shares occurred. The reporting person acquired and held 3,595 shares net of the shares withheld.
 - (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 24, 2016.
 - (4) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2017.
 - (5) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2018.
 - (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (7) 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.