

PRAXAIR INC
Form DEFA14A
March 15, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

Preliminary Proxy Statement
Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Under Rule 14a-12

Praxair, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

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- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
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*** Exercise Your Right to Vote ***Important Notice Regarding the Availability of Proxy Materials for theShareholder Meeting to Be Held on April 25, 2017.Meeting InformationPRAXAIR, INC.Meeting Type: Annual MeetingFor holders as of: March 1, 2017Date: April 25, 2017 Time: 11:00 A.M.Location: Ritz-Carlton Westchester HotelThree Renaissance SquareWhite Plains, New YorkYou are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting.PRAXAIR, INC.10 RIVERVIEW DRIVEDANBURY, CT 06810E20532-P87713See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You VoteHow to Access the Proxy MaterialsProxy Materials Available to VIEW or RECEIVE:Proxy
Materials Available to VIEW or RECEIVE:2017 NOTICE OF MEETING AND PROXY STATEMENT 2016 FORM
10-K AND ANNUAL REPORT How to View Online:Have the information that is printed in the box marked by the
arrow (located on the following page) and visit: www.proxyvote.com.How to Request and Receive a PAPER or
E-MAIL Copy:If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO
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the arrow (located on the following page) in the subject line..XXXX XXXX XXXX XXXX.XXXX XXXX XXXX
XXXXRequests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment
advisor. Please make the request as instructed above on or before April 11, 2017 to facilitate timely delivery.How To
VoteE20533-P87713Please Choose One of the Following Voting MethodsVote In Person: Many shareholder meetings
have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity
holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the
meeting, you will need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to
www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following
page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the
materials, which will include a proxy card..XXXX XXXX XXXX XXXX

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Voting Items1. Election of Directors.The Board of Directors recommends a vote "FOR" the nominees listed below.The Board of Directors recommends that you vote "FOR" PROPOSALS 2, 3 and 5 and "FOR" the 1 Year alternative in Item 4. Nominees 1a. Stephen F. Angel2. To ratify the appointment of the Independent Auditor 1b. Oscar Bernardes 1c. Nance K. Dicciani3. To approve, on an advisory and non-binding basis, the compensation of Praxair's Named Executive Officers as disclosed in the 2017 Proxy Statement 1d. Edward G. Galante4. To recommend, on an advisory and non-binding basis, the frequency of holding future advisory votes on Named Executive Officer compensation 1e. Raymond W. LeBoeuf 1f. Larry D. McVay5. To approve amendments to the Amended and Restated 2009 Praxair, Inc. Long Term Incentive Plan and to approve Section 162(m) performance measures under the Plan 1g. Martin H. RichenhagenIn their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof. 1h. Wayne T. Smith 1i. Robert L. WoodE20534-P87713

E20535-P87713