

SAWYER JAMES S
Form 4
April 30, 2013

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 *
SAWYER JAMES S

(Last) (First) (Middle)
39 OLD RIDGEBURY ROAD
(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2013

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 V.P. and CFO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/26/2013		S	38,099 D 112.8522	20,804	D	
				(A) or (D) Price			
Common Stock					12,940.1545	I	401(k)

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽²⁾	02/26/2018	Common Stock	37,447
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽²⁾	02/24/2019	Common Stock	27,067
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽²⁾	02/23/2020	Common Stock	35,814
Stock Option (right to buy)	\$ 97.84					02/22/2012 ⁽³⁾	02/22/2021	Common Stock	56,070
Stock Option (right to buy)	\$ 109.68					02/28/2013 ⁽⁴⁾	02/28/2022	Common Stock	53,755
Stock Option (right to buy)	\$ 110.58					02/26/2014 ⁽⁵⁾	02/26/2023	Common Stock	43,720
Deferred Stock	\$ 0 ⁽⁶⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	5,260.84

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SAWYER JAMES S
39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

Executive V.P. and CFO

Signatures

Anthony M. Pepper,
Attorney-in-Fact

04/30/2013

__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).
The \$112.8522 price reported is the weighted average sale price. The sale prices ranged from \$112.535 to \$113.15 per share. Upon
(1) request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
(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 22, 2012.
(4) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
(5) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
(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.