

Menezes Eduardo F
 Form 4
 November 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Menezes Eduardo F

(Last) (First) (Middle)

C/O LINDE PLC, THE PRIESTLEY CENTRE, 10 PRIESTLEY ROAD

(Street)

GUILDFORD, SURREY, X0 GU2 7XY

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

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 below) ___ Other (specify below)

Head of Americas Gases Group

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Ordinary Shares					3,578.8626	I	401(k)
Ordinary Shares	11/16/2018		F	424.3 (1) D \$ 165.47	59,449.692	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)

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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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0 ⁽²⁾					<u>(2)</u> <u>(2)</u>	Ordinary Shares	7,375
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(3)</u> <u>(3)</u>	Ordinary Shares	6,330
Restricted Stock Units	\$ 0 ⁽⁴⁾					<u>(4)</u> <u>(4)</u>	Ordinary Shares	7,808
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(3)</u> <u>(3)</u>	Ordinary Shares	6,464
Restricted Stock Units	\$ 0 ⁽⁴⁾					<u>(4)</u> <u>(4)</u>	Ordinary Shares	5,340
Stock Option (right to buy)	\$ 109.68					02/28/2013 ⁽⁵⁾ 02/28/2022	Common Stock	43,005
Stock Option (right to buy)	\$ 110.58					02/26/2014 ⁽⁵⁾ 02/26/2023	Common Stock	35,220
Stock Option (right to buy)	\$ 128.8					02/25/2015 ⁽⁵⁾ 02/25/2024	Common Stock	37,305
Stock Option (right to buy)	\$ 128.38					02/24/2016 ⁽⁵⁾ 02/24/2025	Common Stock	47,375

Stock Option (right to buy)	\$ 102.22	02/23/2017 ⁽⁶⁾	02/23/2026	Common Stock	89,070
Stock Option (right to buy)	\$ 118.71	02/28/2018 ⁽⁷⁾	02/28/2027	Common Stock	71,400
Stock Option (right to buy)	\$ 154	02/27/2019 ⁽⁸⁾	02/27/2028	Common Stock	61,430

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Menezes Eduardo F C/O LINDE PLC THE PRIESTLEY CENTRE, 10 PRIESTLEY ROAD GUILDFORD, SURREY, X0 GU2 7XY			Head of Americas Gases Group	

Signatures

Anthony M. Pepper,
Attorney-in-Fact
Date: 11/20/2018

__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) Ordinary Shares withheld for the payment of taxes in connection with the payout in Ordinary Shares of previously granted deferred stock units.
- (2) Restricted Stock Units that will vest in full and payout on February 27, 2021 in Linde plc Ordinary Shares on a one-for-one basis.
- (3) Restricted Stock units that will vest in full and payout February 23, 2019 in Linde plc Ordinary Shares on a one-for-one basis.
- (4) Restricted Stock Units that will vest in full and payout on February 28, 2020 in Linde plc Ordinary Shares on a one-for-one basis.
- (5) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2017.
- (7) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2018.
- (8) This option vests over three years in three consecutive equal annual installments beginning on February 27, 2019.

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.