

Menezes Eduardo F
 Form 4
 January 16, 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 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)
 01/12/2018

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 Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock					3,378.6452	I	401(k)
Common Stock	01/12/2018		M		42,880 A \$ 97.84	D	85,232.707 ⁽¹⁾
Common Stock	01/12/2018		F		33,992 ⁽²⁾ D \$ 164.71	D	51,240.707 ⁽¹⁾
Common Stock	01/12/2018		M		19,610 A \$ 76.16	D	70,850.707 ⁽¹⁾
Common Stock	01/12/2018		F		13,369 ⁽³⁾ D \$ 164.74	D	57,481.707 ⁽¹⁾

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

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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 Number of Shares
Stock Option (right to buy)	\$ 76.16	01/12/2018		M	19,610	02/23/2011 ⁽⁴⁾	02/23/2020	Common Stock	19,610
Stock Option (right to buy)	\$ 97.84	01/12/2018		M	42,880	02/22/2012 ⁽⁴⁾	02/22/2021	Common Stock	42,880
Stock Option (right to buy)	\$ 109.68					02/28/2013 ⁽⁴⁾	02/28/2022	Common Stock	43,000
Stock Option (right to buy)	\$ 110.58					02/26/2014 ⁽⁴⁾	02/26/2023	Common Stock	35,220
Stock Option (right to buy)	\$ 128.8					02/25/2015 ⁽⁴⁾	02/25/2024	Common Stock	37,300
Stock Option (right to buy)	\$ 128.38					02/24/2016 ⁽⁵⁾	02/24/2025	Common Stock	47,370
Stock Option (right to buy)	\$ 102.22					02/23/2017 ⁽⁶⁾	02/23/2026	Common Stock	89,070

