

SMITH WAYNE T
Form 4
November 01, 2018

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 *
SMITH WAYNE T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PRAXAIR, INC., 10 RIVERVIEW DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2018

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

(Street)
DANBURY, CT 06810

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	10/31/2018		D ⁽¹⁾	21,058.88 D	\$ 0 ⁽¹⁾ 0	D	

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)

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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Restricted Stock Units	\$ 0 ⁽²⁾	10/31/2018		D ⁽¹⁾		2,915.04	⁽²⁾ ⁽²⁾	Common Stock	2,915
Deferred Stock Units	\$ 0 ⁽³⁾	10/31/2018		D		31,630.276	⁽⁴⁾ ⁽⁴⁾	Common Stock	31,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH WAYNE T C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810		X		

Signatures

Anthony M. Pepper,
 Attorney-in-Fact 11/01/2018

**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).
- Reflects the disposition of Praxair common stock in connection with the consummation of the transactions contemplated by the Business Combination Agreement (the "BCA") dated as of June 1, 2017, by and among Linde Aktiengesellschaft, Praxair, Inc., a Delaware corporation (the "Company"), Linde plc, Zamalight Holco LLC, and Zamalight Subco, Inc. In connection with the BCA, Praxair, Inc. became an indirect wholly-owned subsidiary of Linde plc, and each share of Praxair Common stock, par value \$0.01 per share, was exchanged for one Ordinary Share of Linde plc.
- (1) Restricted Stock Units ("RSUs") that have vested in full but whose payout was deferred. In connection with the BCA, the RSUs have been converted into RSUs of Linde plc Ordinary Shares on a one-for-one basis.
 - (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (3) Deferred stock units ("DSUs") acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan. In connection with the BCA, the DSUs have been converted into DSUs of Linde plc Ordinary Shares on a one-for-one basis.
 - (4) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

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.