

Bichara Guillermo
Form 4
November 02, 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 *
Bichara Guillermo

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
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secty

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/31/2018 | | D ⁽¹⁾ | | 1,751.0307 | D | \$ 0 (1) |
| Common Stock | 10/31/2018 | | D ⁽¹⁾ | | 2,944 | D | \$ 0 (1) |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 10/31/2018 | | D ⁽¹⁾ | | 5,670 | ⁽²⁾ | ⁽²⁾ | Common Stock | 5,670 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/31/2018 | | D ⁽¹⁾ | | 3,174 | ⁽³⁾ | ⁽³⁾ | Common Stock | 3,174 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 10/31/2018 | | D ⁽¹⁾ | | 4,384 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 4,384 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/31/2018 | | D ⁽¹⁾ | | 3,246 | ⁽³⁾ | ⁽³⁾ | Common Stock | 3,246 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 10/31/2018 | | D ⁽¹⁾ | | 3,000 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 109.68 | 10/31/2018 | | D ⁽¹⁾ | | 2,560 | ⁽⁵⁾ | 02/28/2022 | Common Stock | 2,560 |
| Stock Option (right to buy) | \$ 110.58 | 10/31/2018 | | D ⁽¹⁾ | | 4,860 | ⁽⁵⁾ | 02/26/2023 | Common Stock | 4,860 |
| Stock Option (right to buy) | \$ 128.8 | 10/31/2018 | | D ⁽¹⁾ | | 7,465 | ⁽⁵⁾ | 02/25/2024 | Common Stock | 7,465 |
| Stock Option (right to buy) | \$ 128.38 | 10/31/2018 | | D ⁽¹⁾ | | 21,190 | ⁽⁵⁾ | 02/24/2025 | Common Stock | 21,190 |
| Stock Option (right to buy) | \$ 102.22 | 10/31/2018 | | D ⁽¹⁾ | | 44,665 | ⁽⁶⁾ | 02/23/2026 | Common Stock | 44,665 |

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- (6) This options vests over three years in three consecutive equal annual installments beginning on February 23, 2017. In accordance with the Business Combination Agreement , each stock option of Praxair outstanding immediately prior to the effective date of the Business Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.
- (7) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2018. In accordance with the Business Combination Agreement, each stock option of Praxair outstanding immediately prior to the effective date of the Business Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.
- (8) This option vests over three years in three consecutive equal annual installments beginning on February 27, 2019. In accordance with the Business Combination Agreement, each stock option of Praxair outstanding immediately prior to the effective date of the Business Combination (whether vested or unvested) was automatically converted into an option to purchase shares of Linde plc ordinary shares equal to the total number of shares of Praxair Common Stock subject to such option immediately prior to the closing of the Business Combination and at a per-share exercise price equal to the per-share exercise price of Praxair's option.
- (9) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (10) Deferred stock units ("DSUs") acquired by the reporting person under the Praxair, Inc. Compensation Deferral Plan ("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.

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.