

PRAXAIR INC  
Form 8-K  
April 24, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported ) April 23, 2013**

**PRAXAIR, INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**

**(State or Other jurisdiction of incorporation)**

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**1-11037**  
(Commission

File Number)

**06-124-9050**  
(IRS Employer

Identification No.)

**39 OLD RIDGEBURY ROAD, DANBURY, CT**  
(Address of principal executive offices)

**(203) 837-2000**

**06810-5113**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Praxair, Inc. was held on April 23, 2013 (the Annual Meeting), at which shareholders voted upon the items set forth below. The total number of shares that were present or represented by proxy at the Annual Meeting was 259,593,302 which was 87.8% of the shares outstanding and entitled to vote and which constituted a quorum. The final voting results of the items submitted to a vote of the shareholders are set forth below.

**Proposal 1**

The eleven nominees for election as a director were elected to serve until the 2014 annual meeting of shareholders, and until his or her successor is elected and qualified. The vote results were as follows, with each nominee having received at least 88.9% of the votes cast for his or her election:

| Director Nominees  | Shares For  | Shares Against | Shares Abstained | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|------------------|
| Stephen F. Angel   | 234,407,047 | 4,485,912      | 1,428,943        | 19,271,400       |
| Oscar Bernardes    | 212,610,283 | 26,630,652     | 1,080,966        | 19,271,401       |
| Bret K. Clayton    | 238,294,598 | 1,449,755      | 577,549          | 19,271,400       |
| Nance K. Dicciani  | 234,104,536 | 5,661,281      | 556,076          | 19,271,409       |
| Edward G. Galante  | 232,933,313 | 6,825,124      | 563,464          | 19,271,401       |
| Claire W. Gargalli | 229,798,673 | 7,908,154      | 2,615,076        | 19,271,399       |
| Ira D. Hall        | 239,063,207 | 658,251        | 600,445          | 19,271,399       |
| Raymond W. LeBoeuf | 234,452,817 | 3,271,265      | 2,597,820        | 19,271,400       |
| Larry D. McVay     | 239,227,620 | 508,162        | 586,119          | 19,271,401       |
| Wayne T. Smith     | 232,616,466 | 7,116,945      | 588,490          | 19,271,401       |
| Robert L. Wood     | 238,264,726 | 1,484,199      | 572,976          | 19,271,401       |

**Proposal 2**

Shareholders approved, on an advisory and non-binding basis, the compensation of Praxair's Named Executive Officers as disclosed in the 2013 Proxy Statement, by the votes set forth below.

| Shares Voted For      | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-----------------------|----------------------|------------------|------------------|
| 226,995,027           | 12,171,699           | 1,155,173        | 19,271,403       |
| (94.9% of votes cast) |                      |                  |                  |

**Proposal 3**

Shareholders rejected a shareholder proposal regarding political contributions, by the votes set forth below.

| Shares Voted For     | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|----------------------|----------------------|------------------|------------------|
| 9,675,637            | 198,827,398          | 31,818,861       | 19,271,406       |
| (4.6% of votes cast) |                      |                  |                  |

**Proposal 4**

Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the independent auditor, by the votes set forth below.

| Shares Voted For      | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-----------------------|----------------------|------------------|------------------|
| 256,478,830           | 2,425,552            | 688,920          | 0                |
| (99.1% of votes cast) |                      |                  |                  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRAXAIR, INC.

Registrant

Date: April 24, 2013

By: /s/ James T. Breedlove  
James T. Breedlove  
Senior Vice President, General Counsel and Secretary