MALFITANO RICARDO S

Form 4 March 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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X Form filed by One Reporting Person Form filed by More than One Reporting

Person

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MALFITANO RICARDO S Issuer Symbol PRAXAIR INC [PX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O PRAXAIR, INC., 39 OLD 02/26/2010 below) RIDGEBURY ROAD **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

DANBURY, CT 06810-5113

| (City) | (State) | (Zip) Ta | ble I - Non | -Derivative Sec | uritie | s Acquired | l, 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. Transactic Code (Instr. 8) | 4. Securities AdordDisposed of (Disposed of (Instr. 3, 4 and |) | d (A) or | 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) |
| Common Stock | | | | | | | 2,644.5185 | I | 401(k) |
| Common Stock | 02/26/2010 | | M | 3,520 (1) | A | \$ 0 | 35,938.6343 (2) | D | |
| Common Stock | 02/26/2010 | | F | 1,151.2851 ₍₃₎ | D | \$ 75.005 | 34,787.3492 (2) | D | |

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

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number.

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. Transactio Code (Instr. 8) | 5. Number of or 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 or Number of Shares |
| Performance Share Units | \$ 0 (4) | 02/26/2010 | | A | 3,520 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 3,520 |
| Performance Share Units | <u>(4)</u> | 02/26/2010 | | M | | 3,520 (1) | <u>(4)</u> | <u>(4)</u> | Common Stock | 3,520 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-------------------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| MALFITANO RICARDO S | Enganting | | | | | | |
| C/O PRAXAIR, INC. | | Executive Vice | | | | | |
| 39 OLD RIDGEBURY ROAD | | | , 200 | | | | |
| DANBURY, CT 06810-5113 | | | President | | | | |

Signatures

Anthony M. Pepper, Attorney-in-Fact

03/02/2010

**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) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on February 26, 2008 (the "PSU").
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- $\textbf{(3)} \quad \text{Shares of common stock withheld from the PSU payout to cover tax withholdings}.$
- The PSU vested on February 26, 2010, and the number of shares awarded and paid out was determined based upon the combined (4) financial performance of Praxair, Inc. for 2008 and 2009 measured against financial goals set the Compensation and Management Development Committee of the Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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