

YAKICH WAYNE J
 Form 4
 November 05, 2004

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 *
YAKICH WAYNE J

(Last) (First) (Middle)
 39 OLD RIDGEBURY ROAD
 (Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/04/2004

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)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/04/2004		M		20,000 A \$ 22.01	27,231.671	D
Common Stock	11/04/2004		S		20,000 D \$ 43.5	7,231.671	D
Common Stock	11/04/2004		M		38,666 A \$ 27.625	45,897.671	D
Common Stock	11/04/2004		S		17,700 D \$ 43.5	28,197.671	D
Common Stock	11/04/2004		S		700 D \$ 43.51	27,497.671	D

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Common Stock	11/04/2004		S	2,500	D	\$ 43.52	24,997.671	D	
Common Stock	11/04/2004		S	17,766	D	\$ 43.53	7,231.671	D	
Common Stock	11/04/2004		M	19,333	A	\$ 26.425	26,564.671	D	
Common Stock	11/04/2004		S	6,734	D	\$ 43.53	19,830.671	D	
Common Stock	11/04/2004		S	1,600	D	\$ 43.54	18,230.671	D	
Common Stock	11/04/2004		S	1,500	D	\$ 43.55	16,730.671	D	
Common Stock	11/04/2004		S	300	D	\$ 43.56	16,430.671	D	
Common Stock	11/04/2004		S	3,700	D	\$ 43.57	12,730.671	D	
Common Stock	11/04/2004		S	5,499	D	\$ 43.58	7,231.671	D	
Common Stock							1,644	I	By spouse

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.01	11/04/2004		M	20,000	02/21/2003	02/21/2011	Common Stock	20,000

Stock Options (Right to Buy)	\$ 27.625	11/04/2004	M	38,666	12/31/2002	12/31/2011	Common Stock	38,666
Stock Options (Right to Buy)	\$ 26.425	11/04/2004	M	19,333	02/28/2004	02/28/2013	Common Stock	19,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAKICH WAYNE J 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Vice President	

Signatures

Mark S. Lyon,
Attorney-in-Fact

11/05/2004

__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).

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

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