

PRAXAIR INC
Form 4
November 02, 2009

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 *
LEBOEUF RAYMOND W

(Last) (First) (Middle)

C/O PRAXAIR, INC., 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)
10/30/2009

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)

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)
				(A) or (D)	Price		
Common Stock	10/30/2009		M	A	\$ 20.8438	7,000	D
Common Stock	10/30/2009		S	D	\$ 81.7	2,000	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)

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 20.8438	10/30/2009		M	5,000	04/03/2001 04/03/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 22.595					04/02/2002 04/02/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 29.305					04/01/2003 04/01/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 28.76					04/01/2004 04/01/2013	Common Stock	5,000
Stock Option (right to buy)	\$ 37.26					04/01/2005 04/01/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 47.64					04/01/2006 04/01/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 48.26					09/19/2006 09/19/2015	Common Stock	275
Stock Option (right to buy)	\$ 53.98					02/28/2007 02/28/2016	Common Stock	7,620

<p>Stock Option (right to buy) \$ 61.47</p>	<p><u>(1)</u> 02/27/2017</p>	<p>Common Stock</p>	<p>6,550</p>
<p>Stock Option (right to buy) \$ 83.89</p>	<p><u>(2)</u> 02/26/2018</p>	<p>Common Stock</p>	<p>3,885</p>
<p>Stock Option (right to buy) \$ 60.92</p>	<p><u>(3)</u> 02/24/2019</p>	<p>Common Stock</p>	<p>4,600</p>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOEUF RAYMOND W C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X			

Signatures

Anthony M. Pepper, Attorney-in-Fact	11/02/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) This option vests over three years in three consecutive equal annual installments beginning on February 27, 2008.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.

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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