

RATCLIFFE GEORGE J
Form 4
October 30, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RATCLIFFE GEORGE J

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

(Street)

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

DANBURY, CT 06810-5113

(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 Price (D)		
Common Stock	10/29/2007		M		5,000 A \$ 22.59	8,909.5983	I The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007		M		5,000 A \$ 29.3	13,909.5983	I The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007		M		5,000 A \$ 28.76	18,909.5983	I The George J. Ratcliffe,

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Common Stock	10/29/2007	M	5,000	A	\$ 37.26	23,909.5983	I	Jr. 2003 Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	M	5,000	A	\$ 47.64	28,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 86.52	28,509.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	100	D	\$ 86.53	28,409.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	800	D	\$ 86.54	27,609.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,500	D	\$ 86.55	26,109.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	300	D	\$ 86.57	25,809.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	13,000	D	\$ 86.58	12,809.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	300	D	\$ 86.59	12,509.5983	I	The George J. Ratcliffe, Jr. 2003

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Common Stock	10/29/2007	S	400	D	\$ 86.6	12,109.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	200	D	\$ 86.64	11,909.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,500	D	\$ 86.67	10,409.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,000	D	\$ 86.68	9,409.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 86.69	9,009.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	4,100	D	\$ 86.7	4,909.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	500	D	\$ 86.71	4,409.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	100	D	\$ 86.89	4,309.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 87	3,909.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust

Trust

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

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(9-02)

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 (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)	\$ 22.59	10/29/2007		M	5,000	04/02/2002 04/22/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 29.3	10/29/2007		M	5,000	04/01/2003 04/01/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 28.76	10/29/2007		M	5,000	04/01/2004 04/01/2013	Common Stock	5,000
Stock Option (right to buy)	\$ 37.26	10/29/2007		M	5,000	04/01/2005 04/01/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 47.64	10/29/2007		M	5,000	04/01/2006 04/01/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RATCLIFFE GEORGE J
C/O PRAXAIR, INC.
39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

X

Signatures

Anthony M. Pepper,
Attorney-In-Fact

10/30/2007

__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) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.

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.