

SAWYER JAMES S
Form 4
July 30, 2008

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 *
SAWYER JAMES S

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)
39 OLD RIDGEBURY ROAD

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P. and CFO

(Street)
DANBURY, CT 06810-5113

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/28/2008		M		50,000	A	\$ 36.58
Common Stock	07/28/2008		M		63,400	A	\$ 44.25
Common Stock	07/28/2008		S		113,400	D	\$ 93.2991
Common Stock							3,411.2 ⁽²⁾
							<u>(1)</u>
Common Stock							20,867.9329
						I	401(k)

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 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 Number Shares
Stock Option (right to buy)	\$ 36.58	07/28/2008		M	50,000	02/24/2005 02/24/2014	Common Stock 50,000
Stock Option (right to buy)	\$ 44.25	07/28/2008		M	63,400	02/22/2006 02/22/2015	Common Stock 63,400
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽³⁾ 02/29/2016	Common Stock 107,500
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽³⁾ 02/27/2017	Common Stock 92,500
Stock Option (right to buy)	\$ 83.89					02/26/2011 ⁽⁴⁾ 02/26/2018	Common Stock 30,000
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽³⁾ 02/26/2018	Common Stock 54,800
Deferred Stock	\$ 0 ⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 8,140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAWYER JAMES S 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Executive V.P. and CFO	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

07/30/2008

__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) The \$93.299 price reported is the weighted average sale price. The sale prices ranged from \$92.95 to 93.81 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
 - (3) This option becomes exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant. This option will vest in full if Praxair, Inc. achieves cumulative fiscal year earnings per share growth of at least 33% over 2007 earnings per share at any time prior to January 1, 2011. If vested, the option may be exercised beginning on the third anniversary of the grant date. If Praxair, Inc. fails to meet the cumulative earnings per share goal, this option will be forfeited.
 - (5) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (6) Deferred stock units acquired under the 1993 Praxair, Inc. Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.

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.