

PRAXAIR INC  
Form 4  
November 12, 2008

**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 \*  
ANGEL STEPHEN F

(Last) (First) (Middle)  
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)  
11/07/2008

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)  
President & CEO

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount or (D) Price					
Common Stock	11/07/2008		A		2,500 (1)	A	\$ 62.137	42,982 (2)	D	
Common Stock								1,484	I	In trust for children
Common Stock								2,800	I	Joint tenant with wife
Common Stock								4,938	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)	\$ 23.105					04/23/2002 <sup>(3)</sup>	04/23/2011	Common Stock	125,0
Stock Option (right to buy)	\$ 27.43					01/02/2003 <sup>(3)</sup>	01/02/2012	Common Stock	110,0
Stock Option (right to buy)	\$ 26.42					02/28/2004 <sup>(3)</sup>	02/28/2013	Common Stock	100,0
Stock Option (right to buy)	\$ 36.58					02/24/2005 <sup>(3)</sup>	02/24/2014	Common Stock	120,0
Stock Option (right-to-buy)	\$ 44.25					02/22/2006 <sup>(3)</sup>	02/22/2015	Common Stock	143,1
Stock Option (right to buy)	\$ 53.98					02/28/2007 <sup>(3)</sup>	02/28/2016	Common Stock	130,6
Stock Option (right to buy)	\$ 61.47					02/27/2008 <sup>(3)</sup>	02/27/2017	Common Stock	308,3
Stock Option (right to buy)	\$ 83.89					02/26/2009 <sup>(3)</sup>	02/26/2018	Common Stock	195,2
Stock Option (right to buy)	\$ 83.89					02/26/2011 <sup>(4)</sup>	02/26/2018	Common Stock	85,00
Deferred Stock	\$ 0 <sup>(5)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	60,2

## Reporting Owners

Reporting Owner Name / Address

Relationships

