

PRAXAIR INC  
Form 8-K  
April 13, 2004

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **April 12, 2004**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or Other jurisdiction of incorporation)

**1-11037**

(Commission File Number)

**06-124-9050**

(IRS Employer Identification No.)

**39 OLD RIDGEBURY ROAD, DANBURY, CT**

(Address of principal executive offices)

**06810-5113**

(Zip Code)

**(203)837-2000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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**ITEM 5. Other Events**

Praxair is submitting a Stockholder Protection Rights Agreement ( Rights Plan ) to a shareholder vote at its Annual Meeting of shareholders on April 27, 2004. Details of the proposed Rights Plan can be found in Praxair s proxy statement filed with the SEC on March 15, 2004. This proxy statement is also posted on the company s public website, www.praxair.com, and has been distributed to shareholders eligible to vote at the meeting.

Among the features of the proposed Rights Plan is a requirement that a committee of Praxair s independent directors evaluate the Agreement annually to determine whether it continues to be in the best interests of the Company s stockholders .

In response to questions about this proposal, Praxair has said that:

Among the subjects of this annual review will be consideration of whether the present threshold for calling a special meeting is appropriate in view of the ownership profile of the company.

Under the Rights Plan, as proposed, a special meeting to vote on a Qualifying Offer will be held if requested by shareholders representing a majority of the shares outstanding.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRAXAIR, INC.  
Registrant

Date: April 12, 2004

By: /s/David H. Chaifetz  
David H. Chaifetz  
Vice President, General Counsel  
and Secretary

