

Skare Todd
Form 4
August 03, 2010

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 *
Skare Todd

(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)
07/30/2010

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)
Vice President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/30/2010 | | M | A | \$ 22.01 | 2,350 | D |
| Common Stock | 07/30/2010 | | M | A | \$ 26.425 | 3,350 | D |
| Common Stock | 07/30/2010 | | S | D | \$ 86.847 | 1,786 ⁽¹⁾ | D |
| Common Stock | | | | | | 1,252.9658 | I 401(k) |
| Common Stock | | | | | | 382.8061 | I Wife's 401(k) |

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 22.01 | 07/30/2010 | | M | 2,000 | 02/21/2002 | 02/21/2011 | Common Stock | 2,000 |
| Stock Option (right to buy) | \$ 26.425 | 07/30/2010 | | M | 1,000 | 02/28/2004 | 02/28/2013 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 44.25 | | | | | 02/22/2006 ⁽²⁾ | 02/22/2015 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 53.98 | | | | | 02/28/2007 ⁽²⁾ | 02/29/2016 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 61.47 | | | | | 02/27/2008 ⁽²⁾ | 02/27/2017 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 83.89 | | | | | 02/26/2009 ⁽³⁾ | 02/26/2018 | Common Stock | 2,800 |
| Stock Option | \$ 83.89 | | | | | 02/26/2009 ⁽³⁾ | 02/26/2018 | Common Stock | 4,200 |

(right to buy)

| | | | | | |
|-----------------------------|----------|---------------------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 60.92 | 02/24/2010 ⁽⁴⁾ | 02/24/2019 | Common Stock | 4,650 |
|-----------------------------|----------|---------------------------|------------|--------------|-------|

| | | | | | |
|-----------------------------|----------|---------------------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 76.16 | 02/23/2011 ⁽⁵⁾ | 02/23/2020 | Common Stock | 2,730 |
|-----------------------------|----------|---------------------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Skare Todd C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113 | | | Vice President | |

Signatures

| | |
|--|---------------------|
| Anthony M. Pepper, Attorney-in-Fact | 08/03/2010 |
| <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 total includes 350 restricted stock units, payable in shares of Praxair Common Stock, vesting in three equal consecutive, annual installments beginning on February 23, 2011.
- (2) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.

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.