

PRAXAIR INC  
Form FWP  
May 20, 2009

*Final Term Sheet  
Filed pursuant to Rule 433  
Dated May 20, 2009*

*Relating to  
Prospectus Supplement dated May 20, 2009 to  
Registration Statement No. 333-139328*

**\$500,000,000 Floating Rate Notes due 2010**

<b>Issuer:</b>	Praxair, Inc.
<b>Title of Securities:</b>	Floating Rate Notes due 2010
<b>Principal Amount:</b>	\$500,000,000
<b>CUSIP/ISIN:</b>	74005P AT1 / US74005PAT12
<b>Trade Date:</b>	May 20, 2009
<b>Original Issue Date (Settlement Date):</b>	May 26, 2009
<b>Maturity Date:</b>	May 26, 2010
<b>Interest Rate:</b>	3-month LIBOR + 9 basis points
<b>Day Count Convention:</b>	Actual/360
<b>Redemption:</b>	The notes are not redeemable
<b>Public Offering Price (Issue Price):</b>	100% of the Principal Amount thereof
<b>Interest Payment Dates:</b>	February 26, May 26, August 26 and November 26 of each year, as applicable, commencing August 26, 2009

**Joint Bookrunners:** Citigroup Global Markets Inc. and RBS Securities Inc.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).**

**Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) Citigroup Global Markets Inc. toll free 1-877-858-5407 or (ii) RBS Securities Inc. toll free at 1-866-884-2071.**

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