

HALL IRA D

Form 4

November 29, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALL IRA D

(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)
11/25/2011

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price \$ (1)	
Common Stock	11/25/2011		S		1,707	D 93.681	1,431.0857 D
Common Stock	11/28/2011		S		0.0857	D \$ 93.51	1,431 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 or Number of Shares
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽²⁾ 02/24/2019	Common Stock 4,600
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽³⁾ 02/26/2018	Common Stock 3,885
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽³⁾ 02/27/2017	Common Stock 6,550
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽³⁾ 02/29/2016	Common Stock 7,620
Stock Option (right to buy)	\$ 48.26					09/19/2006 ⁽³⁾ 09/19/2015	Common Stock 275
Stock Option (right to buy)	\$ 47.64					04/01/2006 ⁽³⁾ 04/01/2015	Common Stock 5,000
Deferred Stock	\$ 0 ⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 7,888.776

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HALL IRA D
C/O PRAXAIR, INC. X
39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

Signatures

Anthony M. Pepper,
Attorney-in-Fact 11/29/2011

__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).
- The \$93.681 price reported is the weighted average sale price. The actual sale prices ranged from \$93.67 to \$93.72 per share. Upon
- (1) 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 option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
 - (3) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
 - (4) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (5) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan (the "Plan") and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.
 - (6) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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