PRAXAIR INC Form 4

November 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * LEBOEUF RAYMOND W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

PRAXAIR INC [PX]

(Month/Day/Year) 10/30/2009

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title below)

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DANBURY, CT 06810-5113

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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)
Common Stock	10/30/2009		M	5,000	A	\$ 20.8438	7,000	D	
Common Stock	10/30/2009		S	5,000	D	\$ 81.7	2,000	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	or cosed of r. 3, 4,	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)	\$ 20.8438	10/30/2009		M		5,000	04/03/2001	04/03/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 22.595						04/02/2002	04/02/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 29.305						04/01/2003	04/01/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 28.76						04/01/2004	04/01/2013	Common Stock	5,000
Stock Option (right to buy)	\$ 37.26						04/01/2005	04/01/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 47.64						04/01/2006	04/01/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 48.26						09/19/2006	09/19/2015	Common Stock	275
Stock Option (right to buy)	\$ 53.98						02/28/2007	02/28/2016	Common Stock	7,620

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Stock Option (right to buy)	\$ 61.47	<u>(1)</u>	02/27/2017	Common Stock	6,550
Stock Option (right to buy)	\$ 83.89	(2)	02/26/2018	Common Stock	3,885
Stock Option (right to	\$ 60.92	(3)	02/24/2019	Common Stock	4,600

Reporting Owners

Reporting Owner Name / Address	Relationships					
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
LEBOEUF RAYMOND W C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X					

Signatures

Anthony M. Pepper, Attorney-in-Fact

11/02/2009 Date

**Signature of Reporting Person

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 option vests over three years in three consecutive equal annual installments beginning on February 27, 2008.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.

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.

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