

PRAXAIR INC
Form 4
November 07, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARGALLI CLAIRE W

(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)
11/06/2007

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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/06/2007		M	5,000 A \$ 26.0625	8,462.3292	D	
Common Stock	11/06/2007		S	300 D \$ 85.08	8,162.3292	D	
Common Stock	11/06/2007		S	200 D \$ 85.1	7,962.3292	D	
Common Stock	11/06/2007		S	200 D \$ 85.11	7,762.3292	D	
Common Stock	11/06/2007		S	500 D \$ 85.12	7,262.3292	D	

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Common Stock	11/06/2007	S	100	D	\$ 85.16	7,162.3292	D
Common Stock	11/06/2007	S	200	D	\$ 85.17	6,962.3292	D
Common Stock	11/06/2007	S	400	D	\$ 85.2	6,562.3292	D
Common Stock	11/06/2007	S	500	D	\$ 85.21	6,062.3292	D
Common Stock	11/06/2007	S	400	D	\$ 85.22	5,662.3292	D
Common Stock	11/06/2007	S	100	D	\$ 85.23	5,562.3292	D
Common Stock	11/06/2007	S	100	D	\$ 85.24	5,462.3292	D
Common Stock	11/06/2007	S	100	D	\$ 85.25	5,362.3292	D
Common Stock	11/06/2007	S	600	D	\$ 85.27	4,762.3292	D
Common Stock	11/06/2007	S	800	D	\$ 85.28	3,962.3292	D
Common Stock	11/06/2007	S	500	D	\$ 85.29	<u>3,462.3292</u> (1)	D

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)	8. Amount or Number of Shares
	\$ 26.0625	11/06/2007		M	5,000	04/01/1999 04/01/2008		5,000

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

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

Signatures

Anthony M. Pepper, Attorney-In-Fact	11/06/2007
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__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).
- (1) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase 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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