

Murphy Mark J.
Form 4
August 31, 2010

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 *
Murphy Mark J.

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Controller

DANBURY, CT 06810-5113

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/30/2010		M	1,334 A \$ 22.01	1,834 ⁽¹⁾	D	
Common Stock	08/30/2010		M	2,500 A \$ 28.8	4,334 ⁽¹⁾	D	
Common Stock	08/30/2010		S	3,834 D \$ 87.0492 ⁽²⁾	500 ⁽¹⁾	D	
Common Stock					805.245	I	401(k)

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

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SEC 1474
(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 (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)	\$ 22.01	08/30/2010		M	1,334	02/21/2002 ⁽³⁾ 02/21/2011	Common Stock 1,334
Stock Option (right to buy)	\$ 28.8	08/30/2010		M	2,500	02/26/2003 ⁽³⁾ 02/26/2012	Common Stock 2,500
Stock Option (right to buy)	\$ 26.425					02/28/2004 ⁽³⁾ 02/28/2013	Common Stock 4,600
Stock Option (right to buy)	\$ 36.58					02/24/2005 ⁽³⁾ 02/24/2014	Common Stock 7,500
Stock Option (right to buy)	\$ 44.25					02/22/2006 ⁽³⁾ 02/22/2015	Common Stock 8,000
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽³⁾ 02/28/2016	Common Stock 15,000
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽³⁾ 02/27/2017	Common Stock 15,000

Stock Option (right to buy)	\$ 83.89	02/26/2009 ⁽⁴⁾	02/26/2018	Common Stock	5,200
Stock Option (right to buy)	\$ 83.89	02/26/2009 ⁽⁴⁾	02/26/2018	Common Stock	7,800
Stock Option (right to buy)	\$ 60.92	02/24/2010 ⁽⁵⁾	02/24/2019	Common Stock	15,150
Stock Option (right to buy)	\$ 76.16	02/23/2011 ⁽⁶⁾	02/23/2020	Common Stock	9,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Mark J. C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Vice President & Controller	

Signatures

Anthony M. Pepper,
Attorney-in-Fact
08/31/2010
Date

__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) Includes restricted stock unit award, payable in shares of Praxair Common Stock, vesting in three equal consecutive, annual installments beginning on February 23, 2011.
The \$87.0492 price reported is the weighted average sale price. The sale price ranged from \$87.03 to \$87.05 per share. Upon request of
- (2) 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.
- (3) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (6) 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.