

PRAXAIR INC
Form DEFA14A
April 13, 2010

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

**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)**

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement

[] Confidential, for
Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2))

[] Definitive Proxy
Statement

[X] Definitive
Additional Materials

[] Soliciting Material
Pursuant to
Section 240.14a-12.

PRAXAIR, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

39 Old Ridgebury Road
Danbury, CT 06810
April 12, 2010

**TO OUR SIGNIFICANT SHAREHOLDERS
YOUR VIEWS ARE IMPORTANT TO US
SO PLEASE VOTE NOW BY PROXY FOR THE
PRAXAIR, INC. ANNUAL SHAREHOLDERS MEETING**

Dear Praxair Shareholder:

We value your input as a significant holder of Praxair, Inc. stock. So we encourage you to vote your shares as soon as possible on the matters to be presented at our upcoming Annual Meeting of Shareholders to be held on April 27, 2010. You have three ways to vote in advance of the annual meeting: (1) over the Internet, (2) by telephone, or (3) by completing, signing and returning the enclosed proxy voting instruction form. Enclosed you will find proxy materials that include the instructions you will need to vote.

Your Board of Directors recommends that you vote **FOR** the election of each of the named nominees as a director and **FOR** the ratification of the appointment of the independent auditor. If you sign and return the enclosed form without indicating a choice, your shares will be voted as your Board of Directors recommends.

Your vote is even more important this year because of recent New York Stock Exchange rule changes. Unlike in previous years, your broker cannot vote your shares on the proposal to elect Praxair's directors unless you provide voting instructions to your broker. Therefore, it is very important that you exercise your right as a shareholder and vote on all proposals, including the election of directors.

Thank you for your investment in Praxair, Inc. If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC. at 800-278-2141.

Sincerely,

James T. Breedlove

Senior Vice President, General Counsel & Secretary