

PRAXAIR INC
Form 4
February 28, 2007

FORM 4

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

OMB APPROVAL

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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 *
Breedlove James T

(Last) (First) (Middle)

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)
02/26/2007

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)
Senior VP, Gen. Counsel & Sec.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/26/2007 | | P | | 1,364.67 | A | \$ 64.24 |
| | | | | | 1,469.8027 | I | 401(k) |
| Common Stock | 02/26/2007 | | P | | 500 | A | \$ 64.15 |
| | | | | | 500 | D | |
| Common Stock | 02/26/2007 | | P | | 400 | A | \$ 64.16 |
| | | | | | 900 | D | |
| Common Stock | 02/26/2007 | | P | | 600 | A | \$ 64.17 |
| | | | | | 1,500 | D | |
| Common Stock | 02/26/2007 | | P | | 2,000 | A | \$ 64.18 |
| | | | | | 3,500 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/26/2007 | P | 500 | A | \$ 64.19 | 4,000 | D |
| Common Stock | 02/26/2007 | P | 450 | A | \$ 64.67 | 4,450 | D |
| Common Stock | 02/26/2007 | P | 500 | A | \$ 64.69 | 4,950 | D |
| Common Stock | 02/26/2007 | P | 900 | A | \$ 64.7 | 5,850 | D |
| Common Stock | 02/26/2007 | P | 100 | A | \$ 64.71 | 5,950 | D |
| Common Stock | 02/26/2007 | P | 100 | A | \$ 64.72 | 6,050 | D |
| Common Stock | 02/26/2007 | P | 1,400 | A | \$ 64.73 | 7,450 | D |
| Common Stock | 02/26/2007 | P | 100 | A | \$ 64.74 | 7,550 | D |
| Common Stock | 02/26/2007 | P | 2,900 | A | \$ 64.75 | 10,450 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 61.47 | 02/27/2007 | | A | 67,400 | 02/27/2008 ⁽¹⁾ | 02/27/2017 | Common Stock | 67,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Breedlove James T 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113 | | | Senior VP, Gen. Counsel & Sec. | |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/28/2007

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 option vests over three years in three consecutive equal annual installments beginning on February 27, 2008.

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.