## Edgar Filing: PRAXAIR INC - Form 4

| Form 4                                                                   |                                         |                                           |                                                                   |                                                  |                                                                                                               |                  |                                                                                                                    |                                                                      |                                                                   |  |
|--------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| January 04,                                                              |                                         |                                           |                                                                   |                                                  |                                                                                                               |                  |                                                                                                                    |                                                                      | PPROVAL                                                           |  |
| FORM                                                                     | A 4 UNITED                              | STATES                                    |                                                                   | RITIES A<br>Ashington                            |                                                                                                               |                  | COMMISSIO                                                                                                          |                                                                      | 3235-0287                                                         |  |
| Check this box<br>if no longer STATEMENT OF CHANCES IN RENEFICIAL ON     |                                         |                                           |                                                                   |                                                  |                                                                                                               | WNFRSHIP OI      | Expires:                                                                                                           | January 31,<br>2005                                                  |                                                                   |  |
| Section 16. SECURITIES<br>Form 4 or                                      |                                         |                                           |                                                                   |                                                  |                                                                                                               |                  |                                                                                                                    | Estimated<br>burden hou<br>response                                  | urs per                                                           |  |
| Form 5<br>obligation<br>may con<br><i>See</i> Instr<br>1(b).             | ons Section 17                          | (a) of the l                              | Public U                                                          | Jtility Hol                                      | ding Con                                                                                                      |                  | nge Act of 1934<br>of 1935 or Sect<br>940                                                                          |                                                                      |                                                                   |  |
| (Print or Type                                                           | Responses)                              |                                           |                                                                   |                                                  |                                                                                                               |                  |                                                                                                                    |                                                                      |                                                                   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>WATSON H MITCHELL JR |                                         |                                           | Symbol                                                            | er Name <b>an</b>                                |                                                                                                               | Trading          | 5. Relationship of Reporting Person(s) to Issuer                                                                   |                                                                      |                                                                   |  |
| (Leat)                                                                   | (First)                                 | (MGddla)                                  | PRAXAIR INC [PX]                                                  |                                                  |                                                                                                               |                  | (Check all applicable)                                                                                             |                                                                      |                                                                   |  |
| (Last) (First) (Middle)<br>C/O PRAXAIR, INC., 39 OLD<br>RIDGEBURY ROAD   |                                         |                                           | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>01/02/2008 |                                                  |                                                                                                               |                  | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)                                       |                                                                      |                                                                   |  |
| (Street)                                                                 |                                         |                                           | 4. If Amendment, Date Original                                    |                                                  |                                                                                                               |                  | 6. Individual or Joint/Group Filing(Check                                                                          |                                                                      |                                                                   |  |
| DANBURY                                                                  | Filed(Mo                                | ïled(Month/Day/Year)                      |                                                                   |                                                  | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |                  |                                                                                                                    |                                                                      |                                                                   |  |
| (City)                                                                   | (State)                                 | (Zip)                                     | Tab                                                               | ole I - Non-l                                    | Derivative                                                                                                    | Securities A     | cquired, Disposed                                                                                                  | of, or Beneficia                                                     | lly Owned                                                         |  |
| 1.Title of<br>Security<br>(Instr. 3)                                     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deem<br>Execution<br>any<br>(Month/Da | Date, if                                                          | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | 4. Securiti<br>nAcquired<br>Disposed<br>(Instr. 3, 4<br>Amount                                                | (A) or<br>of (D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Rej                                                            | port on a separate lin                  | e for each cl                             | ass of sec                                                        | urities bene                                     | ficially owr                                                                                                  | ed directly o    | or indirectly.                                                                                                     |                                                                      |                                                                   |  |
|                                                                          |                                         |                                           |                                                                   |                                                  | inform<br>requir                                                                                              | ation cont       | spond to the colle<br>ained in this forr<br>ond unless the fo<br>ntly valid OMB co                                 | n are not<br>orm                                                     | SEC 1474<br>(9-02)                                                |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  | Deri  |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       | Secu  |

number.

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| (Instr. 3)        | B) Price of (Month/D<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. a |   | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |                     |                    |                 |                                     | (Ins |
|-------------------|------------------------------------------------|------------|------------------|-----------|---|------------------------------------------------------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|------|
|                   |                                                |            |                  | Code      | v | (A)                                                              | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |      |
| Deferred<br>Stock | \$ 0 <u>(1)</u>                                | 01/02/2008 |                  | А         |   | 156.73                                                           |     | (2)                 | (2)                | Common<br>Stock | 156.73                              | \$   |

## **Reporting Owners**

| Reporting Owner Name / Address                                                               | Relationships |            |         |       |  |  |  |  |
|----------------------------------------------------------------------------------------------|---------------|------------|---------|-------|--|--|--|--|
|                                                                                              | Director      | 10% Owner  | Officer | Other |  |  |  |  |
| WATSON H MITCHELL JR<br>C/O PRAXAIR, INC.<br>39 OLD RIDGEBURY ROAD<br>DANBURY, CT 06810-5113 | Х             |            |         |       |  |  |  |  |
| Signatures                                                                                   |               |            |         |       |  |  |  |  |
| Anthony M. Pepper,<br>Attorney-in-Fact                                                       |               | 01/03/2008 |         |       |  |  |  |  |

<u>\*\*</u>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) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (2) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan (the "Plan") and are to be settled in Praxair Common Stock.
- (3) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

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.