Murphy Mark J. Form 4 August 31, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

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		
(Last) (First) (Middle) C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2010	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) VIce President & Controller		
(Street) DANBURY, CT 06810-5113	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common	08/30/2010		Code V M	Amount 1,334	(D)	Price \$ 22.01	1,834 (1)	D	
Stock 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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Securities
				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

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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

**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.

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