

Panikar John
Form 3
November 08, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Panikar John | | (Month/Day/Year) | PRAXAIR INC [PX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/01/2010 | | |
| C/O PRAXAIR, INC.,Â 39 OLD RIDGEBURY ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Vice President | |
| DANBURY,Â CTÂ 06810-5113 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,424.2807 | I | 401(k) |
| Common Stock | 500 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy) | 02/28/2007 ⁽²⁾ | 02/29/2016 | Common Stock | 5,000 | \$ 53.98 | D | Â |
| Stock Option (right to buy) | 02/27/2008 ⁽²⁾ | 02/27/2017 | Common Stock | 14,000 | \$ 61.47 | D | Â |
| Stock Option (right to buy) | 02/26/2009 ⁽³⁾ | 02/26/2018 | Common Stock | 5,200 | \$ 83.89 | D | Â |
| Stock Option (right to buy) | 02/26/2009 ⁽³⁾ | 02/26/2018 | Common Stock | 7,800 | \$ 83.89 | D | Â |
| Stock Option (right to buy) | 02/24/2010 ⁽⁴⁾ | 02/24/2019 | Common Stock | 8,530 | \$ 60.92 | D | Â |
| Stock Option (right to buy) | 02/23/2011 ⁽⁵⁾ | 02/23/2020 | Common Stock | 7,185 | \$ 76.16 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Panikar John C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113 | Â | Â | Â Vice President | Â |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

11/08/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock unit award, payable in shares of Praxair Common Stock, vesting in three equal consecutive, annual installments beginning on February 23, 2011.
 - (2) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
 - (3) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
 - (4) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
 - (5) 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.