

Hirsch Elizabeth T  
 Form 3  
 December 23, 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 <b>and</b> Ticker or Trading Symbol	
Â Hirsch Elizabeth T		(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)
		12/14/2010		
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 & Controller	
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	440 <sup>(1)</sup>	D	Â
Common Stock	2,994.6078	I	401(k)
Common Stock	11,073.5235 <sup>(2)</sup>	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	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Option (right to buy)	02/24/2005 <sup>(3)</sup>	02/24/2014	Common Stock	15,000	\$ 36.58	D	Â
Stock Option (right to buy)	02/22/2006 <sup>(3)</sup>	02/22/2015	Common Stock	18,000	\$ 44.25	D	Â
Stock Option (right to buy)	02/28/2007 <sup>(3)</sup>	02/29/2016	Common Stock	16,000	\$ 53.98	D	Â
Stock Option (right to buy)	02/27/2008 <sup>(3)</sup>	02/27/2017	Common Stock	18,000	\$ 61.47	D	Â
Stock Option (right to buy)	02/26/2009 <sup>(4)</sup>	02/26/2018	Common Stock	6,400	\$ 83.89	D	Â
Stock Option (right to buy)	02/26/2009 <sup>(4)</sup>	02/26/2018	Common Stock	9,600	\$ 83.89	D	Â
Stock Option (right to buy)	02/24/2010 <sup>(5)</sup>	02/24/2019	Common Stock	10,820	\$ 60.92	D	Â
Stock Option (right to buy)	02/23/2011 <sup>(6)</sup>	02/23/2020	Common Stock	5,115	\$ 76.16	D	Â
Deferred Stock	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	43.678	\$ 0 <sup>(8)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hirsch Elizabeth T C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	Â	Â	Â Vice President & Controller	Â

## Signatures

Anthony M. Pepper,  
Attorney-in-Fact

12/22/2010

\*\*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.

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- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (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.
- (7) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.
- (8) Conversion to Praxair Common Stock is on a 1-for-1 basis.

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.