ANGEL STEPHEN F Form 4 May 26, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANGEL STEPHEN F			2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD			05/26/2011	_X_ Officer (give title Other (specify below)		
				President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
DANBURY,	CT 06810-	5113		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Securities Acquir	ed, Disposed of, o	or Beneficiall	y 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 Stock	05/25/2011		S	0.6863 D \$104.2466	14,052	D	
Common Stock					2,268	I	In trust for children
Common Stock					58,147	I	Grantor Retained Annuity Trust
Common Stock					6,384.9966	I	401(k)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	8		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)	\$ 36.58					02/24/2005(2)	02/24/2014	Common Stock	30,000
Stock Option (right to buy)	\$ 44.25					02/22/2006(2)	02/22/2015	Common Stock	143,100
Stock Option (right to buy)	\$ 53.98					02/28/2007(2)	02/29/2016	Common Stock	130,600
Stock Option (right to buy)	\$ 61.47					02/27/2008(2)	02/27/2017	Common Stock	308,300
Stock Option (right to buy)	\$ 83.89					02/26/2009(2)	02/26/2018	Common Stock	195,200
Stock Option (right to buy)	\$ 60.92					02/24/2010(3)	02/24/2019	Common Stock	281,500
Stock Option	\$ 76.16					02/23/2011(4)	02/23/2020	Common Stock	204,640

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(right to buy)					
Stock Option (right to buy)	\$ 97.84	02/22/2012(5)	02/22/2021	Common Stock	218,175
Deferred Stock	\$ 0 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	64,932.153

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ANGEL STEPHEN F						
C/O PRAXAIR, INC.	X		President & CEO			
39 OLD RIDGEBURY ROAD	Λ		Flesidelli & CEO			
DANBURY, CT 06810-5113						

Signatures

Anthony M. Pepper, Attorney-in-Fact

05/26/2011

**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) Liquidation of fractional share from dividend reinvestment account.
- (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 24, 2010.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (7) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferral Program") and are to be settled in Praxair Common Stock.

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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