Savoia Sally A Form 4 February 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Savoia Sally A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

PRAXAIR INC [PX]

(Check all applicable)

C/O PRAXAIR, INC., 39 OLD

3. Date of Earliest Transaction

(Month/Day/Year)

02/28/2012

10% Owner Other (specify

X_ Officer (give title below)

below) Vice President

RIDGEBURY ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Person

DANBURY, CT 06810-5113

(State)

(City)	(State) (2	Table Table	e I - Non-Do	erivative Securities Ac	quired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Price

Code V Amount (D)

4,042.1161 (1) D

Common Stock

Common

Stock

302

Joint with spouse

Common Stock

18,529.2509

401(k)

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

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number.

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

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. Transactio Code (Instr. 8)	5. Number or Derivative Securities Acquired (or Dispose (D) (Instr. 3, 4, and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Stock Option (right to buy)	\$ 109.68	02/28/2012		A	20,735		02/28/2013(2)	02/28/2022	Common Stock	20,7
Stock Option (right to buy)	\$ 36.58						02/24/2005(3)	02/24/2014	Common Stock	50,0
Stock Option (right to buy)	\$ 44.25						02/22/2006(3)	02/22/2015	Common Stock	55,0
Stock Option (right to buy)	\$ 53.98						02/28/2007(3)	02/29/2016	Common Stock	45,0
Stock Option (right to buy)	\$ 61.47						02/27/2008(3)	02/27/2017	Common Stock	35,0
Stock Option (right to buy)	\$ 83.89						02/26/2009(3)	02/26/2018	Common Stock	21,0
Stock Option (right to buy)	\$ 60.92						02/24/2010(3)	02/24/2019	Common Stock	29,7
Stock Option (right to buy)	\$ 76.16						02/23/2011(4)	02/23/2020	Common Stock	22,1

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Stock Option (right to buy)	\$ 97.84	02/22/2012(5)	02/22/2021	Common Stock	21,4
Deferred Stock	\$ 0 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	60,83

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 5	Director	10% Owner	Officer	Other			
Savoia Sally A							
C/O PRAXAIR, INC.			Vice				
39 OLD RIDGEBURY ROAD			President				
DANBURY, CT 06810-5113							

Signatures

Anthony M. Pepper, Attorney-in-Fact

02/29/2012

**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).
- This total includes shares previous acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and unvested restricted stock units.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (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 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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