PRAXAIR INC Form 4/A April 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or 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 * LEBOEUF RAYMOND W			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 Tra	insaction			(Che	ск ан аррисаон	z)
C/O PRAXA RIDGEBUR	IR, INC., 39 OI Y ROAD	LD	(Month/Da 04/03/20					X Director Officer (give below)	e title Other below)	Owner er (specify
DANBURY,	(Street) CT 06810-5113	3		ndment, Dat h/Day/Year) 012	_			6. Individual or J Applicable Line) _X_ Form filed by Form filed by I Person		erson
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecuriti	es Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dai (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or		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								3,431 (1)	D	

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

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SEC 1474

(9-02)

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

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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. Transac Code (Instr. 8	5. etionNumber of S) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 (2)					(3)	(3)	Common Stock	43,914.823 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
LEBOEUF RAYMOND W C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X					

Signatures

Anthony M. Pepper, Attorney-in-Fact

04/03/2012

**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).
 - On March 15, 2012, the reporting person filed a Form 4 to report the settlement and payout of 1,195.106 Deferred Stock Units ("DSUs") originally granted on February 27, 2007 and February 24, 2009. However, such DSUs were not paid out to the reporting person.
- Therefore, this amended Form 4 is being filed to reflect beneficial ownership that does not include the 1,195.106 shares erroneously reported on March 15, 2012 as acquired upon the DSUs payout.
- (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (3) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.
- (4) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

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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