Hirsch Elizabeth T Form 4 May 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES 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.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hirsch Elizabeth T Issuer Symbol PRAXAIR INC [PX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O PRAXAIR, INC., 39 OLD 04/27/2012 below) RIDGEBURY ROAD Vice President & Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DANBURY, CT 06810-5113 Person

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquir	ed, Disposed of, o	r Beneficially	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. Securit onDisposed (Instr. 3, 4	of (D)		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	04/27/2012		M	15,000	A	\$ 36.58	28,296.1245 (1)	D	
Common Stock	04/27/2012		S	15,000	D	\$ 115.8514 (2)	13,296.1245 (1)	D	
Common Stock							3,189.3108	I	401(K)

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

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displays a currently valid OMB control 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. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	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						02/28/2013(3)	02/28/2022	Common Stock	9,68
Stock Option (right to buy)	\$ 36.58	04/27/2012		M		15,000	02/24/2005(4)	02/24/2014	Common Stock	15,00
Stock Option (right to buy)	\$ 44.25						02/22/2006(4)	02/22/2015	Common Stock	18,00
Stock Option (right to buy)	\$ 53.98						02/28/2007(4)	02/28/2016	Common Stock	16,00
Stock Option (right to buy)	\$ 61.47						02/27/2008(4)	02/27/2017	Common Stock	18,00
Stock Option (right to buy)	\$ 83.89						02/26/2009(4)	02/26/2018	Common Stock	6,40
Stock Option (right to buy)	\$ 83.89						02/26/2009(4)	02/26/2018	Common Stock	9,60
Stock Option (right to buy)	\$ 60.92						02/24/2010(4)	02/24/2019	Common Stock	10,82

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Stock Option (right to buy)	\$ 76.16	02/23/2011(5)	02/23/2020	Common Stock	5,11
Stock Option (right to buy)	\$ 97.84	02/22/2012(6)	02/22/2021	Common Stock	9,89
Deferred Stock	\$ 0 <u>(7)</u>	<u>(8)</u>	(8)	Common Stock	61.49

Reporting Owners

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

Signatures

Anthony M. Pepper, Attorney-in-Fact

05/01/2012

**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).
- (1) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and unvested restricted stock units.
- The \$115.8514 price reported is the weighted average sale price. The sale prices ranged from \$115.705 to \$115.980 per share. Upon (2) request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (4) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (7) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (8) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Plan as amended ("Deferral Plan") 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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