## Edgar Filing: PRAXAIR INC - Form 4

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Form 4												
July 26, 200									PPROVAL			
FORM	UNITED	STATES		RITIES A shington			COMMISSIO		3235-0			
Check th if no lon subject t	o states	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								/ 31, 2005		
Form 4 c Form 5 obligatio may con	Form 4 or Form 5 obligations may continue.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 1940Output response											
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> SMITH WAYNE T			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		PRAXAIR INC [PX]				(Check all applicable)						
(Last) (First) (Middle) C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD			<ul><li>3. Date of Earliest Transaction (Month/Day/Year)</li><li>07/25/2006</li></ul>				XDirector10% Owner Officer (give titleOther (specify below) below)					
(Street) 4. If Amendment, Date C Filed(Month/Day/Year)				-	Applicable Line) _X_ Form filed by C			int/Group Filing(Check				
DANBURY	Y, CT 06810-511	3					Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or 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)			
				Code V	Amount	(D) Price	(instr. 5 und 1)					
Reminder: Rep	port on a separate line	e for each clas	ss of sect	urities bene	Perso inform requir	ns who res lation cont ed to respo	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of (Month Derivative Security		ear) (Inst	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Ins		
			Cod	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (1)	\$ 0 <u>(2)</u>	07/25/2006	А		28.227		<u>(1)</u>	<u>(1)</u>	Common Stock	28.227

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH WAYNE T C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	Х						
Signatures							
Anthony M. Pepper, Attorney-In-Fact		07/26/2006	5				

\*\*Signature of Reporting Person

## **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).

Date

- (1) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan (the "Plan") and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.
- (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (3) 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.