## Edgar Filing: PRAXAIR INC - Form 4

DD A VAID INC

| Form 4   |   |  |  |  |   |                  |   |  |   |  |
|--|---|--|--|--|---|------------------|---|--|---|--|
| October 04,  | ЛЛ                                      |  |  |  |   |                  |   | -  | PPROVAL   |  |
|  | UNITED                                  | STATES                                     |  | RITIES A<br>Ashington                            |   |                  | E COMMISSION  | N OMB<br>Number:   | 3235-0287   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or |   |  |  | NGES IN<br>SECUI                                 | Expires:<br>Estimated<br>burden hou<br>response | urs per          |   |  |   |  |
| Form 5<br>obligati<br>may con<br><i>See</i> Inst<br>1(b).                | on                                      |  |  |  |   |                  |   |  |   |  |
| (Print or Type   | Responses)                              |  |  |  |   |                  |   |  |   |  |
| 1. Name and<br>SMITH W   | Address of Reporting<br>AYNE T          | Person <u>*</u>                            | Symbol   | er Name <b>an</b> o<br>AIR INC                   |   | r Trading        | 5. Relationship o<br>Issuer   |  |   |  |
| (Last)   | (First) (A                              | Middle)                                    | 3. Date of Earliest Transaction                      |  |   |                  | (Check all applicable)  |  |   |  |
|  |   |  |  | Day/Year)<br>2006                                |   |                  | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)                            |  |   |  |
|  | (Street)                                |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |   |                  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |   |  |
| DANBURY, CT 06810-5113   |   |  |  |  |   |                  |   | More than One R  |   |  |
| (City)   | (State)                                 | (Zip)                                      | Tab  | ole I - Non-l                                    | Derivative                                      | Securities A     | Acquired, Disposed  | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                                     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deeme<br>Execution<br>any<br>(Month/Da | Date, if   | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3,                          | (A) or<br>of (D) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)      | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Re   | port on a separate line                 | e for each cla                             | ass of sec   | urities bene                                     | ficially ow                                     | ned directly     | or indirectly.  |  |   |  |
|  |   |  |  |  | inforr  | nation con       | spond to the colle<br>tained in this form   | n are not  | SEC 1474<br>(9-02)  |  |

required to respond unless the form displays a currently valid OMB control number.

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 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  | D |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       | S |

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| (Instr. 3)            | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     |                     |                    |                 |                                  | [] |
|-----------------------|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|----------------------------------|----|
|                       |                                    |            |                  | Code    | V  | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |    |
| Deferred<br>Stock (1) | \$ 0 <u>(2)</u>                    | 10/02/2006 |                  | А       |    | 275.704   |     | (1)                 | (1)                | Common<br>Stock | 275.704                          |    |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |            |         |       |  |  |  |  |
|---|---------------|------------|---------|-------|--|--|--|--|
|   | Director      | 10% Owner  | Officer | Other |  |  |  |  |
| SMITH WAYNE T<br>C/O PRAXAIR, INC.<br>39 OLD RIDGEBURY ROAD<br>DANBURY, CT 06810-5113 | Х             |            |         |       |  |  |  |  |
| Signatures  |               |            |         |       |  |  |  |  |
| Anthony M. Pepper,<br>Attorney-in-Fact  |               | 10/04/2006 |         |       |  |  |  |  |
| **Signature of Reporting Person   |               | Date       |         |       |  |  |  |  |
| Evenlaw attack of Day   |               |            |         |       |  |  |  |  |

## **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) 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.