

PRAXAIR INC
Form 4
February 28, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Breedlove James T

(Last) (First) (Middle)

39 OLD RIDGEBURY ROAD

(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	(A) or (D)	Price
Common Stock	02/26/2007		P		1,364.67	A	\$ 64.24
					1,469.8027	I	401(k)
Common Stock	02/26/2007		P		500	A	\$ 64.15
					500	D	
Common Stock	02/26/2007		P		400	A	\$ 64.16
					900	D	
Common Stock	02/26/2007		P		600	A	\$ 64.17
					1,500	D	
Common Stock	02/26/2007		P		2,000	A	\$ 64.18
					3,500	D	

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Common Stock	02/26/2007	P	500	A	\$ 64.19	4,000	D
Common Stock	02/26/2007	P	450	A	\$ 64.67	4,450	D
Common Stock	02/26/2007	P	500	A	\$ 64.69	4,950	D
Common Stock	02/26/2007	P	900	A	\$ 64.7	5,850	D
Common Stock	02/26/2007	P	100	A	\$ 64.71	5,950	D
Common Stock	02/26/2007	P	100	A	\$ 64.72	6,050	D
Common Stock	02/26/2007	P	1,400	A	\$ 64.73	7,450	D
Common Stock	02/26/2007	P	100	A	\$ 64.74	7,550	D
Common Stock	02/26/2007	P	2,900	A	\$ 64.75	10,450	D

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

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Amount or Number of Shares
Stock Option (right to buy)	\$ 61.47	02/27/2007		A	67,400	02/27/2008 ⁽¹⁾	02/27/2017	Common Stock	67,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breedlove James T 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Senior VP, Gen. Counsel & Sec.	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/28/2007

__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 option vests over three years in three consecutive equal annual installments beginning on February 27, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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