

HALL IRA D
Form 4
November 28, 2012

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 *
HALL IRA D

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 Transaction (Month/Day/Year)
11/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

(Street)

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

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

DANBURY, CT 06810-5113

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/26/2012		M	4,600 A \$ 60.92	10,002.4867 (1)	D	
Common Stock	11/26/2012		S	4,600 D \$ 105.92	5,402.4867 (1)	D	
Common Stock	11/26/2012		M	3,885 A \$ 83.89	9,287.4867 (1)	D	
Common Stock	11/26/2012		S	3,885 D \$ 105.97 (2)	5,402.4867 (1)	D	
Common Stock	11/26/2012		M	6,550 A \$ 61.47	11,952.4867 (1)	D	

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Common Stock	11/26/2012		S	6,550	D	\$ 105.93 (3)	5,402.4867 (1)	D
Common Stock	11/26/2012		M	7,620	A	\$ 53.98	13,022.4867 (1)	D
Common Stock	11/26/2012		S	7,620	D	\$ 105.95 (4)	5,402.4867 (1)	D
Common Stock	11/26/2012		M	275	A	\$ 48.26	5,677.4867 (1)	D
Common Stock	11/26/2012		S	275	D	\$ 105.98 (5)	5,402.4867 (1)	D
Common Stock	11/26/2012		M	5,000	A	\$ 47.64	10,402.4867 (1)	D
Common Stock	11/26/2012		S	5,000	D	\$ 105.99 (6)	5,402.4867 (1)	D

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

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(9-02)

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 Number of Shares
Stock Option (right to buy)	\$ 60.92	11/26/2012		M	4,600	02/24/2010(7)	02/24/2019	Common Stock	4,600
Stock Option (right to buy)	\$ 83.89	11/26/2012		M	3,885	02/26/2009(7)	02/26/2018	Common Stock	3,885

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(5) The \$105.98 price reported is the weighted average sale price. The sale prices ranged from \$105.971 to \$106.001 per share. Upon 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.

(6) The \$105.99 price reported is the weighted average sale price. The sale prices ranged from \$105.98 to \$106.001 per share. Upon 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.

(7) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.

(8) Conversion to Praxair Common Stock is on a 1-for-1 basis.

(9) 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.

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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