

PRAXAIR INC  
Form FWP  
November 02, 2012

*Final Term Sheet*

*Filed pursuant to Rule 433*

*Dated November 2, 2012*

*Relating to*

*Prospectus Supplement dated November 2, 2012 to*

*Registration Statement No. 333-183150*

**\$ 400,000,000 1.05% Notes due 2017**

**\$ 300,000,000 3.55% Notes due 2042**

<b>Issuer:</b>	Praxair, Inc.	
<b>Trade Date:</b>	November 2, 2012	
<b>Original Issue Date (Settlement Date):</b>	November 7, 2012	
	<u>2017 Notes</u>	<u>2042 Notes</u>
<b>Title of Securities:</b>	1.05% Notes due 2017	3.55% Notes due 2042
<b>Principal Amount:</b>	\$ 400,000,000	\$ 300,000,000
<b>CUSIP / ISIN:</b>	74005PBC7 / US74005PBC77	74005P BD5 / US74005PBD50
<b>Maturity Date:</b>	November 7, 2017	November 7, 2042
<b>Benchmark Treasury:</b>	T 0.75% due October 31, 2017	T 3.00% due May 15, 2042
<b>Benchmark Treasury Price and Yield:</b>	100-03+ and 0.728%	101-28+ and 2.904%
<b>Spread to Benchmark Treasury:</b>	33 basis points	68 basis points
<b>Yield to Maturity:</b>	1.058%	3.584%
<b>Interest Rate:</b>	1.05% per annum	3.55% per annum
<b>Public Offering Price (Issue Price):</b>	99.961% of the Principal Amount thereof	99.378% of the Principal Amount thereof
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each May 7 and November 7 commencing May 7, 2013	Semi-annually in arrears on each May 7 and November 7 commencing May 7, 2013
<b>Redemption Provisions:</b>		
<b>Make-Whole Call:</b>	Treasury Rate plus 5 basis points	Treasury Rate plus 10 basis points prior to May 7, 2042
<b>Par Call:</b>	N/A	On or after May 7, 2042
<b>Joint Bookrunners:</b>	Citigroup Global Markets Inc.  Deutsche Bank Securities Inc.	
<b>Co-Managers:</b>	RBS Securities Inc. BNY Mellon Capital Markets, LLC	

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Incorporated

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SG Americas Securities, LLC

U.S. Bancorp Investments, Inc.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc., toll free at 1-800-831-9146, Deutsche Bank Securities Inc., toll free at 1-800-503-4611 or RBS Securities Inc., toll free at 1-866-884-2071.

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