

Breedlove James T
 Form 4
 May 24, 2010

FORM 4

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

OMB APPROVAL

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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

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)
 C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2010

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

DANBURY, CT 06810-5113

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

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/20/2010		S	0.258 (1) D \$ 75.2985	34,150 (2)	D	
Common Stock					3,003.8175	I	401(k)

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽³⁾ 02/28/2016	Common Stock	54,400
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽³⁾ 02/27/2017	Common Stock	67,400
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽⁴⁾ 02/26/2018	Common Stock	39,300
Stock Option (right to buy)	\$ 83.89					02/26/2011 ⁽⁵⁾ 02/26/2018	Common Stock	20,000
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽⁶⁾ 02/24/2019	Common Stock	54,120
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽⁷⁾ 02/23/2020	Common Stock	34,960
Deferred Stock	\$ 0 ⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾	Common Stock	834.857

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Breedlove James T
C/O PRAXAIR, INC.
39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

Senior VP,
Gen. Counsel
& Sec.

Signatures

Anthony M. Pepper,
Attorney-in-Fact

05/24/2010

__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) Liquidation of fractional share from dividend reinvestment account.
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (3) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
This option will vest in full if Praxair, Inc. achieves cumulative fiscal year earnings per share growth of at least 33% over 2007 earnings
- (5) per share at any time prior to January 1, 2011. If vested, the option may be exercised beginning on the third anniversary of the grant date. If Praxair, Inc. fails to meet the cumulative earnings per share goal, this option will be forfeited.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (7) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (8) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (9) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.

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.