

Murphy Mark J.  
Form 4  
August 31, 2010

**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 \*  
Murphy Mark J.

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)  
08/30/2010

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice President & Controller

DANBURY, CT 06810-5113

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	08/30/2010		M		1,334	A \$ 22.01	1,834 <sup>(1)</sup> D
Common Stock	08/30/2010		M		2,500	A \$ 28.8	4,334 <sup>(1)</sup> D
Common Stock	08/30/2010		S		3,834	D \$ 87.0492	500 <sup>(1)</sup> D
Common Stock							805.245 I 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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)	\$ 22.01	08/30/2010		M	1,334	02/21/2002 <sup>(3)</sup> 02/21/2011	Common Stock 1,334
Stock Option (right to buy)	\$ 28.8	08/30/2010		M	2,500	02/26/2003 <sup>(3)</sup> 02/26/2012	Common Stock 2,500
Stock Option (right to buy)	\$ 26.425					02/28/2004 <sup>(3)</sup> 02/28/2013	Common Stock 4,600
Stock Option (right to buy)	\$ 36.58					02/24/2005 <sup>(3)</sup> 02/24/2014	Common Stock 7,500
Stock Option (right to buy)	\$ 44.25					02/22/2006 <sup>(3)</sup> 02/22/2015	Common Stock 8,000
Stock Option (right to buy)	\$ 53.98					02/28/2007 <sup>(3)</sup> 02/28/2016	Common Stock 15,000
Stock Option (right to buy)	\$ 61.47					02/27/2008 <sup>(3)</sup> 02/27/2017	Common Stock 15,000

