

Hirsch Elizabeth T  
 Form 3  
 December 23, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Hirsch Elizabeth T                      |         | (Month/Day/Year)                     | PRAXAIR INC [PX]   |  |
| (Last)                                    | (First) | (Middle)                             | 12/14/2010   |  |
| C/O PRAXAIR, INC.,Â 39 OLD RIDGEBURY ROAD |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DANBURY,Â CTÂ 06810-5113                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Vice President & Controller  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 440 <sup>(1)</sup>                                    | D  | Â   |
| Common Stock                    | 2,994.6078  | I  | 401(k)  |
| Common Stock                    | 11,073.5235 <sup>(2)</sup>                            | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|--|--|---------------|--------------|----------------------------------|
|---------------------------------|--|--|---------------|--------------|----------------------------------|

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| (Instr. 4)                  | Date Exercisable          | Expiration Date  | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|-----------------------------|---------------------------|------------------|---|----------------------------|--|--|----------------------|
| Stock Option (right to buy) | 02/24/2005 <sup>(3)</sup> | 02/24/2014       | Common Stock                            | 15,000                     | \$ 36.58                                 | D  | Â                    |
| Stock Option (right to buy) | 02/22/2006 <sup>(3)</sup> | 02/22/2015       | Common Stock                            | 18,000                     | \$ 44.25                                 | D  | Â                    |
| Stock Option (right to buy) | 02/28/2007 <sup>(3)</sup> | 02/29/2016       | Common Stock                            | 16,000                     | \$ 53.98                                 | D  | Â                    |
| Stock Option (right to buy) | 02/27/2008 <sup>(3)</sup> | 02/27/2017       | Common Stock                            | 18,000                     | \$ 61.47                                 | D  | Â                    |
| Stock Option (right to buy) | 02/26/2009 <sup>(4)</sup> | 02/26/2018       | Common Stock                            | 6,400                      | \$ 83.89                                 | D  | Â                    |
| Stock Option (right to buy) | 02/26/2009 <sup>(4)</sup> | 02/26/2018       | Common Stock                            | 9,600                      | \$ 83.89                                 | D  | Â                    |
| Stock Option (right to buy) | 02/24/2010 <sup>(5)</sup> | 02/24/2019       | Common Stock                            | 10,820                     | \$ 60.92                                 | D  | Â                    |
| Stock Option (right to buy) | 02/23/2011 <sup>(6)</sup> | 02/23/2020       | Common Stock                            | 5,115                      | \$ 76.16                                 | D  | Â                    |
| Deferred Stock              | Â <sup>(7)</sup>          | Â <sup>(7)</sup> | Common Stock                            | 43.678                     | \$ 0 <sup>(8)</sup>                      | D  | Â                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Hirsch Elizabeth T<br>C/O PRAXAIR, INC.<br>39 OLD RIDGEBURY ROAD<br>DANBURY, CT 06810-5113 | Â             | Â         | Â Vice President & Controller | Â     |

## Signatures

Anthony M. Pepper,  
Attorney-in-Fact

12/22/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Restricted stock unit award, payable in shares of Praxair Common Stock, vesting in three equal consecutive, annual installments beginning on February 23, 2011.

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- (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.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (7) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.
- (8) Conversion to Praxair Common Stock is on a 1-for-1 basis.

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.