

Breedlove James T
 Form 4
 May 05, 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)
 05/03/2010

____ 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	05/03/2010		M	20,000 A \$ 44.27	54,150.258 (1)	D	
Common Stock	05/03/2010		M	20,200 A \$ 44.25	74,350.258 (1)	D	
Common Stock	05/03/2010		S	40,200 D \$ 84	34,150.258 (1)	D	
Common Stock					2,962.8146	I	401(k)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 44.27	05/03/2010		M	20,000	11/15/2006	11/15/2014	Common Stock	20,000
Stock Option (right to buy)	\$ 44.25	05/03/2010		M	20,200	02/22/2006	02/22/2015	Common Stock	20,200
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽²⁾	02/28/2016	Common Stock	54,400
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽²⁾	02/27/2017	Common Stock	67,400
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽³⁾	02/26/2018	Common Stock	39,300
Stock Option (right to buy)	\$ 83.89					02/26/2011 ⁽⁴⁾	02/26/2018	Common Stock	20,000
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽⁵⁾	02/24/2019	Common Stock	54,120
	\$ 76.16					02/23/2011 ⁽⁶⁾	02/23/2020		34,900

