

PRAXAIR INC  
Form FWP  
March 01, 2011

*Final Term Sheet  
Filed pursuant to Rule 433  
Dated March 1, 2011  
Relating to*

*Prospectus Supplement dated March 1, 2011 to  
Registration Statement No. 333-162982*

**\$500,000,000 4.05% Notes due 2021**

<b>Issuer:</b>	Praxair, Inc.
<b>Principal Amount:</b>	\$500,000,000
<b>CUSIP / ISIN:</b>	74005P AY0 / US74005PAY07
<b>Title of Securities:</b>	4.05% Notes due 2021
<b>Trade Date:</b>	March 1, 2011
<b>Original Issue Date (Settlement Date):</b>	March 4, 2011
<b>Maturity Date:</b>	March 15, 2021
<b>Benchmark Treasury:</b>	3.625% due February 15, 2021
<b>Benchmark Treasury Price and Yield:</b>	101-19 and 3.435%
<b>Spread to Benchmark Treasury:</b>	67 basis points
<b>Yield to Maturity:</b>	4.105%
<b>Interest Rate:</b>	4.05% per annum
<b>Public Offering Price (Issue Price):</b>	99.550% of the Principal Amount thereof
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each March 15 and September 15 commencing September 15, 2011
<b>Redemption Provision:</b>	Make-whole call at the Adjusted Treasury Rate plus 10 basis points
<b>Joint Bookrunners:</b>	Citigroup Global Markets Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Deutsche Bank Securities Inc. HSBC Securities (USA) Inc. BBVA Securities Inc. Credit Suisse Securities (USA) LLC Mitsubishi UFJ Securities (USA), Inc. RBS Securities Inc. Santander Investment Securities Inc. SG Americas Securities, LLC Wells Fargo Securities, LLC
<b>Co-Managers:</b>	

**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 1-877-858-4507 and Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322.**

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