

PRAXAIR INC
Form 3
August 06, 2008

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 and Ticker or Trading Symbol | |
| ^ White Matthew J | | (Month/Day/Year) | PRAXAIR INC [PX] | |
| (Last) | (First) | (Middle) | 08/01/2008 | |
| C/O PRAXAIR, INC., ^ 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, ^ CT ^ 06810-5113 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Vice President and Controller | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 274.6868 | I | 401(k) |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|--------------------------------------|--|----------------------------|
| Stock Option (right to buy) | 02/22/2006 ⁽¹⁾ 02/22/2015 | Common Stock 12,000 \$ 44.25 | D Â |
| Stock Option (right to buy) | 02/28/2007 ⁽²⁾ 02/29/2016 | Common Stock 20,000 \$ 53.98 | D Â |
| Stock Option (right to buy) | 02/27/2008 ⁽³⁾ 02/27/2017 | Common Stock 20,000 \$ 61.47 | D Â |
| Stock Option (right to buy) | 02/26/2009 ⁽⁴⁾ 02/26/2018 | Common Stock 7,200 \$ 83.89 | D Â |
| Stock Option (right to buy) | 02/26/2009 ⁽⁴⁾ 02/26/2018 | Common Stock 10,800 \$ 83.89 | D Â |
| Deferred Stock | Â ⁽⁵⁾ Â ⁽⁵⁾ | Common Stock 8.873 \$ 0 ⁽⁶⁾ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| White Matthew J C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113 | Â | Â | Â Vice President and Controller | Â |

Signatures

Anthony M. Pepper,
Attorney-in-Fact

08/05/2008

**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) The option vests in three consecutive equal annual installments beginning on February 22, 2006.

(2) The option vests in three consecutive equal annual installments beginning on February 28 2007.

(3) The option vests in three consecutive equal annual installments beginning on February 27, 2008.

(4) The option vests in three consecutive equal annual installments beginning on February 26, 2009.

(5) Deferred stock units acquired under the 1993 Praxair, Inc. Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.

(6) 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.

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