

GARGALLI CLAIRE W  
 Form 4  
 November 01, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**GARGALLI CLAIRE W**

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)  
**325 FARMINGTON DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/01/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**CHARLOTTESVILLE, VA 22901**  
 (City) (State) (Zip)

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

**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 (A) or (D) Price		
Common Stock	11/01/2004		M		5,000 A \$ 10.9375	8,449.8982	D
Common Stock	11/01/2004		S		100 D \$ 41.86	8,349.8982	D
Common Stock	11/01/2004		S		3,800 D \$ 41.87	4,549.8982	D
Common Stock	11/01/2004		S		1,100 D \$ 41.88	3,449.8982	D
Common Stock	11/01/2004		M		5,000 A \$ 20.4375	8,449.8982	D
	11/01/2004		S		1,000 D \$ 41.88	7,449.8982	D

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Common  
Stock

Common Stock 11/01/2004 S 3,500 D \$ 41.9 3,949.8982 D

Common Stock 11/01/2004 S 500 D \$ 41.91 3,449.8982 D

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

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SEC 1474  
(9-02)

**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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 10.9375	11/01/2004		M	5,000	02/21/1997 02/21/2005	Common Stock	5,000
Stock Options (Right to Buy)	\$ 20.4375	11/01/2004		M	5,000	04/01/1998 04/01/2006	Common Stock	5,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GARGALLI CLAIRE W  
325 FARMINGTON DRIVE  
CHARLOTTESVILLE, VA 22901

X

## Signatures

Mark S. Lyon,  
Attorney-in-Fact

11/01/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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