

PRAXAIR INC
Form 4
May 15, 2008

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 *
MALFITANO RICARDO S

(Last) (First) (Middle)

39 OLD RIDGEBURY ROAD

(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/13/2008		M		70,000 A \$ 22.01	94,135	D
Common Stock	05/13/2008		M		70,000 A \$ 27.625	164,135	D
Common Stock	05/13/2008		S		11,600 D \$ 94.5	152,535	D
Common Stock	05/13/2008		S		100 D \$ 94.51	152,435	D
Common Stock	05/13/2008		S		700 D \$ 94.52	151,735	D

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Common Stock	05/13/2008	S	1,000	D	\$ 94.53	150,735	D	
Common Stock	05/13/2008	S	1,600	D	\$ 94.54	149,135	D	
Common Stock	05/13/2008	S	68,200	D	\$ 94.55	80,935	D	
Common Stock	05/13/2008	S	2,100	D	\$ 94.56	78,835	D	
Common Stock	05/13/2008	S	1,200	D	\$ 94.57	77,635	D	
Common Stock	05/13/2008	S	1,900	D	\$ 94.58	75,735	D	
Common Stock	05/13/2008	S	100	D	\$ 94.59	75,635	D	
Common Stock	05/13/2008	S	10,300	D	\$ 94.6	65,335	D	
Common Stock	05/13/2008	S	200	D	\$ 94.61	65,135	D	
Common Stock	05/13/2008	S	500	D	\$ 94.64	64,635	D	
Common Stock	05/13/2008	S	35,500	D	\$ 94.65	29,135	D	
Common Stock	05/13/2008	S	1,200	D	\$ 94.66	27,935	D	
Common Stock	05/13/2008	S	600	D	\$ 94.67	27,335	D	
Common Stock	05/13/2008	S	1,300	D	\$ 94.68	26,035	D	
Common Stock	05/13/2008	S	1,700	D	\$ 94.72	24,335	D	
Common Stock	05/13/2008	S	200	D	\$ 94.73	24,135 ⁽¹⁾	D	
Common Stock						2,542	I	401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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 of Shares
Stock Option (right to buy)	\$ 22.01	05/13/2008		M	70,000	02/21/2002	02/21/2011	Common Stock	70,000
Stock Option (right to buy)	\$ 27.625	05/13/2008		M	70,000	12/31/2002	12/31/2011	Common Stock	70,000
Stock Option (right to buy)	\$ 26.425					02/28/2004 ⁽²⁾	02/28/2013	Common Stock	68,000
Stock Option (right to buy)	\$ 36.58					02/24/2005 ⁽²⁾	02/24/2014	Common Stock	80,000
Stock Option (right to buy)	\$ 44.25					02/22/2006 ⁽²⁾	02/22/2015	Common Stock	100,000
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽²⁾	02/29/2016	Common Stock	92,500
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽²⁾	02/27/2017	Common Stock	92,500
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽²⁾	02/26/2018	Common Stock	54,800
Stock Option (right to buy)	\$ 83.89					02/26/2011 ⁽³⁾	02/26/2018	Common Stock	30,000

