

SAWYER JAMES S
Form 4
November 04, 2004

FORM 4

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

OMB APPROVAL

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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 *
SAWYER JAMES 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)
11/03/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2004		M		70,000	A	\$ 22.01
Common Stock	11/03/2004		S		1,300	D	\$ 42.4
Common Stock	11/03/2004		S		200	D	\$ 42.41
Common Stock	11/03/2004		S		800	D	\$ 42.42
Common Stock	11/03/2004		S		100	D	\$ 42.45

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Common Stock	11/03/2004	S	1,400	D	\$ 42.46	85,167.743	D
Common Stock	11/03/2004	S	100	D	\$ 42.47	85,067.743	D
Common Stock	11/03/2004	S	9,300	D	\$ 42.48	75,767.743	D
Common Stock	11/03/2004	S	7,800	D	\$ 42.49	67,967.743	D
Common Stock	11/03/2004	S	14,400	D	\$ 42.5	53,567.743	D
Common Stock	11/03/2004	S	1,400	D	\$ 42.51	52,167.743	D
Common Stock	11/03/2004	S	5,200	D	\$ 42.52	46,967.743	D
Common Stock	11/03/2004	S	2,600	D	\$ 42.53	44,367.743	D
Common Stock	11/03/2004	S	2,000	D	\$ 42.54	42,367.743	D
Common Stock	11/03/2004	S	2,400	D	\$ 42.55	39,967.743	D
Common Stock	11/03/2004	S	7,200	D	\$ 42.56	32,767.743	D
Common Stock	11/03/2004	S	2,800	D	\$ 42.57	29,967.743	D
Common Stock	11/03/2004	S	900	D	\$ 42.58	29,067.743	D
Common Stock	11/03/2004	S	200	D	\$ 42.59	28,867.743	D
Common Stock	11/03/2004	S	600	D	\$ 42.6	28,267.743	D
Common Stock	11/03/2004	S	900	D	\$ 42.63	27,367.743	D
Common Stock	11/03/2004	S	1,500	D	\$ 42.65	25,867.743	D
Common Stock	11/03/2004	S	600	D	\$ 42.66	25,267.743	D
Common Stock	11/03/2004	S	1,500	D	\$ 42.68	23,767.743	D
Common Stock	11/03/2004	S	700	D	\$ 42.69	23,067.743	D
	11/03/2004	S	3,100	D	\$ 42.7	19,967.743	D

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Common
Stock

Common Stock 11/03/2004 S 1,000 D \$ 42.73 18,967.743 D

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)

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 or Number of Shares
Stock Options (Right to Buy)	\$ 22.01	11/03/2004		M	70,000	02/21/2003	02/21/2011	Common Stock	70,000
Stock Options (Right to Buy)	\$ 27.43	11/03/2004		M	30,000	01/02/2003	01/02/2012	Common Stock	30,000
Stock Options (Right to Buy)	\$ 26.425	11/03/2004		M	30,000	02/28/2004	02/28/2013	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAWYER JAMES S 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Senior Vice President and CFO	

Signatures

Mark S. Lyon,
Attorney-in-Fact

11/04/2004

__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).

Remarks:

This is the first of two Form 4's filed by the reporting person on the same date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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