

PRAXAIR INC
Form 4
May 16, 2007

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 *
YAKICH WAYNE J

(Last) (First) (Middle)
PRAXAIR, INC., 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)
05/14/2007

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)
Vice President

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	05/14/2007		M		10,000	A	\$ 36.58
Common Stock	05/14/2007		M		25,133	A	\$ 44.25
Common Stock	05/14/2007		M		13,766	A	\$ 53.98
Common Stock	05/14/2007		S		13,100	D	\$ 65.75
Common Stock	05/14/2007		S		600	D	\$ 65.76

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Common Stock	05/14/2007	S	2,215	D	\$ 65.77	32,984	D
Common Stock	05/14/2007	S	500	D	\$ 65.79	32,484	D
Common Stock	05/14/2007	S	12,285	D	\$ 66	20,199	D
Common Stock	05/14/2007	S	3,100	D	\$ 66.01	17,099	D
Common Stock	05/14/2007	S	600	D	\$ 66.02	16,499	D
Common Stock	05/14/2007	S	200	D	\$ 66.03	16,299	D
Common Stock	05/14/2007	S	900	D	\$ 66.04	15,399	D
Common Stock	05/14/2007	S	2,500	D	\$ 66.05	12,899	D
Common Stock	05/14/2007	S	500	D	\$ 66.07	12,399	D
Common Stock	05/14/2007	S	7,399	D	\$ 66.08	5,000	D
Common Stock	05/14/2007	S	600	D	\$ 66.09	4,400	D
Common Stock	05/14/2007	S	1,400	D	\$ 66.11	3,000	D
Common Stock	05/14/2007	S	200	D	\$ 66.11	2,800	D
Common Stock	05/14/2007	S	100	D	\$ 66.13	2,700	D
Common Stock	05/14/2007	S	200	D	\$ 66.14	2,500	D
Common Stock	05/14/2007	S	900	D	\$ 66.15	1,600	D
Common Stock	05/14/2007	S	100	D	\$ 66.16	1,500	D
Common Stock	05/14/2007	S	100	D	\$ 66.17	1,400	D
Common Stock	05/14/2007	S	200	D	\$ 66.18	1,200	D
Common Stock	05/14/2007	S	600	D	\$ 66.19	600	D
	05/14/2007	S	600	D	\$ 66.2	0	D

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Common Stock			
Common Stock	1,444	I	By Wife
Common Stock	7,465.1614	I	401(k) Plan

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

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(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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 36.58	05/14/2007		M	10,000	02/24/2005 02/24/2014	Common Stock	10,000	
Stock Option (right to buy)	\$ 44.25	05/14/2007		M	25,133	02/22/2006 02/22/2015	Common Stock	25,133	
Stock Option (right to buy)	\$ 53.98	05/14/2007		M	13,766	02/28/2007 02/28/2016	Common Stock	13,766	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAKICH WAYNE J PRAXAIR, INC.			Vice President	

39 OLD RIDGEBURY ROAD
DANBURY, CT 06810-5113

Signatures

Anthony M. Pepper,
Attorney-in-Fact

05/15/2007

__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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