

FUCHS JAMES J
Form 4
January 31, 2011

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 *
FUCHS JAMES J

(Last) (First) (Middle)
C/O 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)
01/28/2011

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/28/2011		M	62,600 A \$ 53.98	67,086	D	
Common Stock					8,129	I	Joint Tenant with Wife
Common Stock					829.6277	I	401(k)
Common Stock	01/28/2011		S	62,600 D \$ 91.1 (1)	4,486	D	
Common Stock	01/31/2011		M	69,400 A \$ 61.47	73,886	D	

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Common Stock	01/31/2011		S	69,400	D	\$ 92.42 (2)	4,486		D
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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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 53.98	01/28/2011		M	62,600	02/28/2007 ⁽³⁾	02/28/2016	Common Stock	62,600
Stock Option (right to buy)	\$ 61.47	01/31/2011		M	69,400	02/27/2008 ⁽³⁾	02/27/2017	Common Stock	69,400
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽⁴⁾	02/26/2018	Common Stock	40,000
Stock Option (right to buy)	\$ 83.89					02/26/2011 ⁽⁵⁾	02/26/2018	Common Stock	22,000
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽⁶⁾	02/24/2019	Common Stock	59,500
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽⁷⁾	02/23/2020	Common Stock	39,200

