

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

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

OMB
Number: 3235-0287

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2005

Estimated average
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1. Name and Address of Reporting Person *
ANGEL STEPHEN F

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)

C/O PRAXAIR, INC., 39 OLD
RIDGEBURY ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2015

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

President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

DANBURY, CT 06810-5113

 X Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/20/2015		M		3,100	A \$ 53.98	104,410.127	D	
Common Stock	02/20/2015		S		3,100	D \$ 129.5	101,310.127	D	
Common Stock							2,268	I	In trust for children
Common Stock							58,065	I	Grantor Retained Annuity Trusts
							7,879.0889	I	401(k)

Common
Stock

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 53.98	02/20/2015		M	3,100	02/28/2007 ⁽¹⁾ 02/29/2016	Common Stock 3,100
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽¹⁾ 02/27/2017	Common Stock 308,3
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽¹⁾ 02/26/2018	Common Stock 195,2
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽¹⁾ 02/24/2019	Common Stock 281,5
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽¹⁾ 02/23/2020	Common Stock 204,6
Stock Option (right to buy)	\$ 97.84					02/22/2012 ⁽¹⁾ 02/22/2021	Common Stock 218,1

Stock Option (right to buy)	\$ 109.68	02/28/2013 ⁽²⁾	02/28/2022	Common Stock	236,5
Stock Option (right to buy)	\$ 110.58	02/26/2014 ⁽³⁾	02/26/2023	Common Stock	187,0
Stock Option (right to buy)	\$ 128.8	02/25/2015 ⁽⁴⁾	02/25/2024	Common Stock	203,9
Deferred Stock Unit ⁽⁵⁾	\$ 0 ⁽⁶⁾	⁽⁵⁾	⁽⁵⁾	Common Stock	61,187

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANGEL STEPHEN F C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X		President & CEO	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/24/2015

 **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).
- (1) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (2) This option vests over three years in three consecutive equal annual installments beginning on February 28, 2013.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2014.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 25, 2015.
- (5) Deferred stock units acquired under the Praxair Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.
- (6) Conversion to Praxair Common Stock is on a 1-for-1 basis.

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.