

PRAXAIR INC  
Form FWP  
September 22, 2015

*Final Term Sheet*

*Filed pursuant to Rule 433*

*Dated September 21, 2015*

*Relating to*

*Prospectus Supplement dated September 21, 2015 to*

*Registration Statement No. 333-204093*

**\$300,000,000 2.250% Notes due 2020 ( 2020 Notes )**

**\$450,000,000 3.200% Notes due 2026 ( 2026 Notes )**

<b>Issuer:</b>	Praxair, Inc.	
<b>Trade Date:</b>	September 21, 2015	
<b>Settlement Date:</b>	September 24, 2015 (T+3)	
	<u>2020 Notes</u>	<u>2026 Notes</u>
<b>Title of Securities:</b>	2.250% Notes due 2020	3.200% Notes due 2026
<b>Principal Amount:</b>	\$300,000,000	\$450,000,000
<b>CUSIP / ISIN:</b>	74005P BP8 / US74005PBP80	74005P BQ6 / US74005PBQ63
<b>Maturity Date:</b>	September 24, 2020	January 30, 2026
<b>Benchmark Treasury:</b>	T 1.375% due August 31, 2020	T 2.000% due August 15, 2025
<b>Benchmark Treasury Price and Yield:</b>	99-14+ / 1.490%	98-08 / 2.198%
<b>Spread to Benchmark Treasury:</b>	+78 basis points	+105 basis points
<b>Yield to Maturity:</b>	2.270%	3.248%
<b>Interest Rate:</b>	2.250% per annum	3.200% per annum
<b>Public Offering Price (Issue Price):</b>	99.906% of the principal amount thereof	99.584% of the principal amount thereof
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each March 24 and September 24, commencing March 24, 2016	Semi-annually in arrears on each January 30 and July 30, commencing January 30, 2016
<b>Interest Record Dates:</b>	March 9 and September 9	January 15 and July 15

**Redemption Provisions:**

**Make-Whole Call:** Treasury Rate plus 15 basis points Treasury Rate plus 20 basis points prior to October 30, 2025

**Par Call:** None. On or after October 30, 2025

**Joint Book-Running Managers:** Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

Mitsubishi UFJ Securities (USA), Inc.

**Co-Managers:** BBVA Securities Inc.

BNY Mellon Capital Markets, LLC

PNC Capital Markets LLC

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus, as supplemented) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus (as supplemented) in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc., toll free at 1-800-831-9146, Deutsche Bank Securities Inc., toll free at 1-800-503-4611, HSBC Securities (USA) Inc., toll free at 1-866-811-8049 or Mitsubishi UFJ Securities (USA), Inc., toll free at 1-877-649-6848.**

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