## Edgar Filing: SMITH WAYNE T - Form 4

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Form 4											
July 24, 200	ЛЛ							-	PPROVAL		
	UNITED	STATES S		RITIES A shington			E COMMISSION	N OMB Number:	3235-028	37	
Check the if no lon	iger STATEN									1, )5	
subject t Section Form 4 o	16.	SECURITIES									
Form 5 obligation may con <i>See</i> Instruction 1(b).	tinue. Section 17	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 A SMITH WA	S	Symbol	er Name <b>an</b> o		or Trading	5. Relationship of Reporting Person(s) to Issuer					
				AIR INC			(Check all applicable)				
(Last) (First) (Middle) C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD			<ul><li>3. Date of Earliest Transaction (Month/Day/Year)</li><li>07/22/2008</li></ul>				X_Director10% Owner Officer (give titleOther (specify below) below)				
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
DANBURY	Y, CT 06810-5113	3					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	ve Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	Dispose (Instr. 3	ed (A) or ed of (D) , 4 and 5) (A) or	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)		
Reminder: Re	port on a separate line	e for each clas	s of seci	Code V							
					Pers info requ	sons who res rmation con ired to resp	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	r. 3) Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Ir	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock	\$ 0 <u>(1)</u>	07/22/2008		А		48.939		(2)	(2)	Common Stock	48.939

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH WAYNE T C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	Х						
Signatures							
Anthony M. Pepper, Attorney-in-Fact		07/23/2008					

<u>\*\*</u>Signature of Reporting Person

## **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).

Date

- (1) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (2) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan (the "Plan") and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.
- (3) This total includes shares previously acquired through automatic dividend reinvestment under Plan.

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.