

Breedlove James T
 Form 4
 August 15, 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 *
 Breedlove James T

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Gen. Counsel & Sec.

DANBURY, CT 06810-5113

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	Price	
Common Stock	08/12/2011		M		10,200	\$ 61.47	A 38,685 ⁽¹⁾ D
Common Stock	08/12/2011		S		10,200	\$ 98.98	D 28,485 ⁽¹⁾ ⁽²⁾ D
Common Stock	08/12/2011		M		10,200	\$ 61.47	A 38,685 ⁽¹⁾ D
Common Stock	08/12/2011		S		10,200	\$ 99.11	D 28,485 ⁽¹⁾ ⁽³⁾ D
							4,217.2416 I 401(k)

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Common
Stock

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)	\$ 61.47	08/12/2011		M	10,200	02/27/2008 ⁽⁴⁾ 02/27/2017	Common Stock	10,200	
Stock Option (right to buy)	\$ 61.47	08/12/2011		M	10,200	02/27/2008 ⁽⁴⁾ 02/27/2017	Common Stock	10,200	
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽⁴⁾ 02/26/2018	Common Stock	39,300	
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽⁵⁾ 02/24/2019	Common Stock	54,120	
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽⁶⁾ 02/23/2020	Common Stock	34,960	
Stock Option (right to buy)	\$ 97.84					02/22/2012 ⁽⁷⁾ 02/22/2021	Common Stock	37,920	
	\$ 0 ⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾		981,500	

