

PRAXAIR INC  
Form FWP  
August 11, 2009

*Final Term Sheet  
Filed pursuant to Rule 433  
Dated August 10, 2009*

*Relating to  
Prospectus Supplement dated August 10, 2009 to  
Registration Statement No. 333-139328*

**\$600,000,000 4.500% Notes due 2019**

<b>Issuer:</b>	Praxair, Inc.
<b>Principal Amount:</b>	\$600,000,000
<b>CUSIP:</b>	74005PAU8
<b>Title of Securities:</b>	4.500% Notes due 2019
<b>Trade Date:</b>	August 10, 2009
<b>Original Issue Date (Settlement Date):</b>	August 13, 2009
<b>Maturity Date:</b>	August 15, 2019
<b>Benchmark Treasury:</b>	3.125% due May 15, 2019
<b>Benchmark Treasury Price and Yield:</b>	94-21+ and 3.782%
<b>Spread to Benchmark Treasury:</b>	78 basis points
<b>Yield to Maturity:</b>	4.562%

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus 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 Web site 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 (i) Banc of America Securities LLC toll free at 1-800-294-1322, (ii) Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037 or (iii) HSBC Securities (USA) Inc. toll free at 1-866-811-8049.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.