

PRAXAIR INC
Form 4
February 01, 2008

FORM 4

**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 APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KUEHN RONALD L JR

(Last) (First) (Middle)

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

(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	01/31/2008		M		5,000	A	\$ 26.0625	18,602	D
Common Stock	01/31/2008		M		5,000	A	\$ 18	23,602	D
Common Stock	01/31/2008		M		5,000	A	\$ 20.8438	28,602	D
Common Stock	01/31/2008		M		5,000	A	\$ 22.595	33,602	D
Common Stock	01/31/2008		S		1,100	D	\$ 79.45	32,502	D

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Common Stock	01/31/2008	S	500	D	\$ 79.46	32,002	D
Common Stock	01/31/2008	S	800	D	\$ 79.47	31,202	D
Common Stock	01/31/2008	S	1,100	D	\$ 79.48	30,102	D
Common Stock	01/31/2008	S	100	D	\$ 79.49	30,002	D
Common Stock	01/31/2008	S	1,700	D	\$ 79.5	28,302	D
Common Stock	01/31/2008	S	200	D	\$ 79.51	28,102	D
Common Stock	01/31/2008	S	1,700	D	\$ 79.52	26,402	D
Common Stock	01/31/2008	S	2,000	D	\$ 79.55	24,402	D
Common Stock	01/31/2008	S	500	D	\$ 79.57	23,902	D
Common Stock	01/31/2008	S	500	D	\$ 79.58	23,402	D
Common Stock	01/31/2008	S	400	D	\$ 79.59	23,002	D
Common Stock	01/31/2008	S	4,600	D	\$ 79.6	18,402	D
Common Stock	01/31/2008	S	200	D	\$ 79.61	18,202	D
Common Stock	01/31/2008	S	2,000	D	\$ 79.62	16,202	D
Common Stock	01/31/2008	S	1,000	D	\$ 79.63	15,202	D
Common Stock	01/31/2008	S	500	D	\$ 79.64	14,702	D
Common Stock	01/31/2008	S	1,000	D	\$ 79.65	13,702	D
Common Stock	01/31/2008	S	100	D	\$ 79.66	13,602	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 (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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 26.0625	01/31/2008		M	5,000	04/01/1999	04/01/2008	Common Stock	5,000	
Stock Option (right to buy)	\$ 18	01/31/2008		M	5,000	04/01/2000	04/01/2009	Common Stock	5,000	
Stock Option (right to buy)	\$ 20.8438	01/31/2008		M	5,000	04/03/2001	04/03/2010	Common Stock	5,000	
Stock Option (right to buy)	\$ 22.595	01/31/2008		M	5,000	04/02/2002	04/02/2011	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KUEHN RONALD L JR C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X

Signatures

Anthony M. Pepper,
Attorney-in-Fact 02/01/2008

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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