WOOD ROBERT L Form 4 April 27, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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

OMB Number:

3235-0287

Expires:

January 31, 2005

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * WOOD ROBERT L

(First) (Last)

(Middle)

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

(Street)

2. Issuer Name and Ticker or Trading

Symbol

PRAXAIR INC [PX]

3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DANBURY, CT 06810-5113

(City) (State) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Security

(Instr. 3)

(Zip)

4. Securities 3. Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva (Month/Day/Year) Security or Exercise any Code Securities (Instr. 3 and 4) Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day	/Year) (Insti	r. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
			Code	; V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock	\$ 0 (1)	04/27/2010	A		1,560		(2)	(2)	Common Stock	1,560	\$ 0

Reporting Owners

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

Signatures

Anthony M. Pepper, Attorney-in-Fact

04/27/2010

**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).
- (1) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan (the "Plan") that vest on the day (2) before the first annual shareholders' meeting occurring after the April 27, 2010 grant date, assuming continued service as a director through such date, and after vesting are to be settled in Praxair Common Stock after a minimum of three (3) years from the date of grant.
- (3) This total includes shares previously acquired through automatic dividend reinvestment under the 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.

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