

SAWYER JAMES S
Form 4
February 16, 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 *
SAWYER JAMES S

(Last) (First) (Middle)
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)
02/14/2011

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)
Executive V.P. and CFO

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	02/14/2011		M	25,000 A \$ 44.25	38,350.479 (1)	D	
Common Stock	02/14/2011		S	25,000 D \$ 96.837 (2)	13,350.479 (1)	D	
Common Stock	02/14/2011		M	29,575 A \$ 53.98	42,925.479 (1)	D	
Common Stock	02/14/2011		S	29,575 D \$ 96.837 (2)	13,350.479 (1)	D	
Common Stock	02/15/2011		M	24,175 A \$ 53.98	37,525.479 (1)	D	

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Common Stock	02/15/2011	S	24,175	D	\$ 96.4258 (3)	13,350.479 (1)	D	
Common Stock	02/15/2011	M	27,066	A	\$ 60.92	40,416.479 (1)	D	
Common Stock	02/15/2011	S	27,066	D	\$ 96.4258 (3)	13,350.479 (1)	D	
Common Stock	02/15/2011	M	14,697	A	\$ 61.47	28,047.479 (1)	D	
Common Stock	02/15/2011	S	14,697	D	\$ 96.4258 (3)	13,350.479 (1)	D	
Common Stock	02/15/2011	M	37,720	A	\$ 61.47	51,070.479 (1)	D	
Common Stock						11,772.1021	I	401(k)

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

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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)	\$ 44.25	02/14/2011		M	25,000	02/22/2006 ⁽⁴⁾	02/22/2015	Common Stock	25,000
Stock Option (right to buy)	\$ 53.98	02/14/2011		M	29,575	02/28/2007 ⁽⁴⁾	02/29/2016	Common Stock	29,575
	\$ 61.47	02/15/2011		M	52,417	02/27/2008 ⁽⁴⁾	02/27/2017		52,417

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- (2) Shares sold solely to cover option exercise price and tax withholdings to enable reporting person to ultimately retain 37,720 shares from the option exercise at \$61.47 per share on February 15, 2011. The \$96.8370 price reported is the weighted average sale price. The sale prices ranged from \$96.80 to \$96.95 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) Shares sold solely to cover option exercise price and tax withholdings to enable reporting person to ultimately retain 37,720 shares from the option exercise at \$61.47 per share on February 15, 2011. The \$96.4258 price reported is the weighted average sale price. The sale prices ranged from \$96.17 to \$96.67 per share. Upon request of the SEC Staff, Praxair, Inc. or a security holder of Praxair, Inc., the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (5) This option will vest in full if Praxair, Inc. achieves cumulative fiscal year earnings per share growth of at least 33% over 2007 earnings per share at any time prior to January 1, 2011. If vested, the option may be exercised beginning on the third anniversary of the grant date. If Praxair, Inc. fails to meet the cumulative earnings per share goal, this option will be forfeited.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (7) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (8) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (9) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (10) Deferred stock units accrued under the 1993 Praxair, Inc. Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.

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.