

PRAXAIR INC
Form 4
August 10, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAWYER JAMES S

(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)
08/09/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive V.P. and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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	08/09/2007		S		1,200	D	\$ 80.21
Common Stock	08/09/2007		S		3,800	D	\$ 80.22
Common Stock	08/09/2007		S		1,300	D	\$ 80.23
Common Stock	08/09/2007		S		500	D	\$ 80.24
Common Stock	08/09/2007		S		1,300	D	\$ 80.25
							52,195.4588
							48,395.4588
							47,095.4588
							46,595.4588
							45,295.4588
							D
							D
							D
							D
							D

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Common Stock	08/09/2007	S	1,000	D	\$ 80.26	44,295.4588	D
Common Stock	08/09/2007	S	1,800	D	\$ 80.27	42,495.4588	D
Common Stock	08/09/2007	S	2,500	D	\$ 80.28	39,995.4588	D
Common Stock	08/09/2007	S	1,300	D	\$ 80.29	38,695.4588	D
Common Stock	08/09/2007	S	2,100	D	\$ 80.3	36,595.4588	D
Common Stock	08/09/2007	S	2,800	D	\$ 80.31	33,795.4588	D
Common Stock	08/09/2007	S	2,100	D	\$ 80.32	31,695.4588	D
Common Stock	08/09/2007	S	900	D	\$ 80.33	30,795.4588	D
Common Stock	08/09/2007	S	600	D	\$ 80.34	30,195.4588	D
Common Stock	08/09/2007	S	500	D	\$ 80.35	29,695.4588	D
Common Stock	08/09/2007	S	800	D	\$ 80.36	28,895.4588	D
Common Stock	08/09/2007	S	1,300	D	\$ 80.37	27,595.4588	D
Common Stock	08/09/2007	S	100	D	\$ 80.38	27,495.4588	D
Common Stock	08/09/2007	S	100	D	\$ 80.41	27,395.4588	D
Common Stock	08/09/2007	S	100	D	\$ 80.42	27,295.4588	D
Common Stock	08/09/2007	S	100	D	\$ 80.43	27,195.4588	D
Common Stock	08/09/2007	S	100	D	\$ 80.44	27,095.4588	D
Common Stock	08/09/2007	S	400	D	\$ 80.45	26,695.4588	D
Common Stock	08/09/2007	S	700	D	\$ 80.46	25,995.4588	D
Common Stock	08/09/2007	S	400	D	\$ 80.47	25,595.4588	D
	08/09/2007	S	300	D		25,295.4588	D

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Common Stock						\$ 80.48	
Common Stock	08/09/2007	S	2,100	D		\$ 80.49	23,195.4588 D
Common Stock	08/09/2007	S	1,900	D		\$ 80.5	21,295.4588 D
Common Stock	08/09/2007	S	1,200	D		\$ 80.51	20,095.4588 D
Common Stock	08/09/2007	S	500	D		\$ 80.52	19,595.4588 D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
SAWYER JAMES S C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	Director 10% Owner Officer Other Executive V.P. and CFO

Signatures

Robert A. Bassett,
Attorney-in-Fact

08/10/2007

__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).

Remarks:

This is the second of three Form 4s filed by the reporting person on the same date.

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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