

PRAXAIR INC  
Form 8-K  
December 15, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) December 14, 2010**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other jurisdiction of incorporation)

1-11037

(Commission File Number)

06-124-9050

(IRS Employer Identification No.)

39 OLD RIDGEBURY ROAD, DANBURY, CT

(Address of principal executive offices)

06810-5113

(Zip Code)

(203)837-2000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b), (c) On December 14, 2010, the Board of Directors of Praxair, Inc. elected Elizabeth T. Hirsch Vice President and Controller of Praxair to succeed Mark J. Murphy who is leaving the Company to assume the role of chief financial officer of MEMC Electronic Materials, Inc.

Prior to becoming Controller, Ms. Hirsch, age 57, served as Praxair's Director of Investor Relations since 2002 and as Vice President of Investor Relations since October 2010. She joined Praxair in 1995 as Director of Corporate Finance and later served as Assistant Treasurer. Previously, she had fifteen years of experience in corporate banking, primarily at Manufacturers Hanover Trust Company.

- (e) On December 14, 2010, the Compensation and Management Development Committee of the Board of Directors of Praxair, Inc. established 2011 performance goals for determining performance-based annual variable compensation cash awards that may be paid to executive officers and other high level executives under the 2002 Praxair, Inc. Variable Compensation Plan, as amended (the Plan). The Plan, as amended and restated effective January 1, 2008, was filed as Exhibit 10.03 to the Company's 2008 Annual Report on Form 10-K. The financial goals are principally sales, net income and working capital as a percentage of sales, subject to certain adjustments that may be made. The non-financial goals include safety and environmental performance, control and compliance, productivity, strategic positioning of the business for long term performance, consideration of external factors and performance relative to peer companies, and employee engagement and people development.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRAXAIR, INC.

Registrant

Date: December 15, 2010

By: /s/ James T. Breedlove  
James T. Breedlove  
Senior Vice President, General Counsel  
and Secretary