

REILLEY DENNIS H
Form 4
February 16, 2007

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 *
REILLEY DENNIS H

(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)
02/14/2007

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)
Chairman

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 (D)				Price
Common Stock	02/14/2007		M		200,500	A \$ 22.01	311,265.2512	D	
Common Stock	02/14/2007		S		13,300	D \$ 64	297,965.2512	D	
Common Stock	02/14/2007		S		6,300	D \$ 64.01	291,665.2512	D	
Common Stock	02/14/2007		S		900	D \$ 64.02	290,765.2512	D	
Common Stock	02/14/2007		S		25,600	D \$ 64.03	265,165.2512	D	
	02/14/2007		S		18,000	D	247,165.2512	D	

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Common Stock					\$ 64.04		
Common Stock	02/14/2007	S	14,300	D	\$ 64.05	232,865.2512	D
Common Stock	02/14/2007	S	7,600	D	\$ 64.06	225,265.2512	D
Common Stock	02/14/2007	S	13,200	D	\$ 64.07	212,065.2512	D
Common Stock	02/14/2007	S	6,800	D	\$ 64.08	205,265.2512	D
Common Stock	02/14/2007	S	13,300	D	\$ 64.09	191,965.2512	D
Common Stock	02/14/2007	S	7,900	D	\$ 64.1	184,065.2512	D
Common Stock	02/14/2007	S	7,300	D	\$ 64.11	176,765.2512	D
Common Stock	02/14/2007	S	11,500	D	\$ 64.12	165,265.2512	D
Common Stock	02/14/2007	S	10,700	D	\$ 64.13	154,565.2512	D
Common Stock	02/14/2007	S	8,700	D	\$ 64.14	145,865.2512	D
Common Stock	02/14/2007	S	13,800	D	\$ 64.15	132,065.2512	D
Common Stock	02/14/2007	S	10,800	D	\$ 64.16	121,265.2512	D
Common Stock	02/14/2007	S	6,700	D	\$ 64.17	114,565.2512	D
Common Stock	02/14/2007	S	2,900	D	\$ 64.18	111,665.2512	D
Common Stock	02/14/2007	S	900	D	\$ 64.19	110,765.2512	D
Common Stock	02/15/2007	M	69,500	A	\$ 22.01	180,265.2512	D
Common Stock	02/15/2007	M	100,000	A	\$ 27.43	280,265.2512	D
Common Stock	02/15/2007	S	700	D	\$ 63.6	279,565.2512	D
Common Stock	02/15/2007	S	100	D	\$ 63.62	279,465.2512	D
	02/15/2007	S	800	D		278,665.2512	D

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Common Stock						\$ 63.63		
Common Stock	02/15/2007		S	4,000	D	\$ 63.64	274,665.2512	D
Common Stock	02/15/2007		S	3,300	D	\$ 63.65	271,365.2512	D
Common Stock	02/15/2007		S	8,800	D	\$ 63.66	262,565.2512	D
Common Stock	02/15/2007		S	6,500	D	\$ 63.67	256,065.2512	D

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

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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 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
Common Stock	\$ 22.01	02/14/2007		M		200,500	02/21/2002 02/21/2011	Common Stock	200,500
Common Stock	\$ 22.01	02/15/2007		M		69,500	02/21/2002 02/21/2011	Common Stock	69,500
Common Stock	\$ 27.43	02/15/2007		M		100,000	01/02/2003 01/02/2012	Common Stock	100,000
Stock Option (right to buy)	\$ 26.425						02/28/2004 02/28/2013	Common Stock	400,000
Stock Option (right to buy)	\$ 36.58						02/24/2005 02/24/2014	Common Stock	400,000
Stock Option	\$ 44.25						02/22/2006 02/22/2015	Common Stock	454,000

(right to buy)

Stock

Option (right to buy) \$ 53.98

02/28/2007 02/28/2016

Common Stock 475,000

Deferred Stock ⁽¹⁾ ₍₂₎

(1) (1)

Common Stock 77,789

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLEY DENNIS H C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X		Chairman	

Signatures

Anthony M. Pepper, 02/16/2007
Attorney-in-fact

 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) Deferred stock units accrued under the 1993 Praxair, Inc. Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.
- (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.

Remarks:

1 of 3 Forms 4

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.