Hirsch Elizabeth T Form 4 March 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hirsch Elizabeth T			2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle) 3. Date of Earlies		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD			03/01/2013	X Officer (give title Other (specify		
				below) below) Vice President & Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
DANBURY,	CT 06810-	5113		_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securities A or(A) or Dispos (Instr. 3, 4 an (A or Amount (D	eed of (D) d 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)
Common Stock			Code v	Amount (D) Flice	3,367.7786	I	401(k)
Common Stock	03/01/2013		M	1,477 (1) A	\$ 0	14,793.7559 (2)	D	
Common Stock	03/01/2013		F	503 (3) D	\$ 111.17	14,290.7559 (2)	D	
Common Stock	03/01/2013		F	51 (4) D	\$ 111.17	14,239.7559 (2)	D	

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. Transacti Code (Instr. 8)	5. Numb orDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	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 or Number of Shares
Performance Share Units	\$ 0 (5)	03/01/2013		A	1,477		<u>(5)</u>	<u>(5)</u>	Common Stock	2,711
Performance Share Units	<u>(5)</u>	03/01/2013		M		1,477 (1)	<u>(5)</u>	<u>(5)</u>	Common Stock	1,477 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Hirsch Elizabeth T			Vice					
C/O PRAXAIR, INC.			, 100					
39 OLD RIDGEBURY ROAD			President &					
DANBURY, CT 06810-5113			Controller					

Signatures

Anthony M. Pepper,
Attorney-in-Fact 03/05/2013

**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) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on February 23, 2010 (the "PSU").
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (3) Shares of common stock withheld from the PSU payout to cover tax withholdings.

Reporting Owners 2

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- (4) Shares withheld for payment of taxes in connection with the portion vesting of a previously reported restricted stock unit grant.
- The PSU paid out on March 1, 2013, and the number of shares awareded and paid out was determined based upon the cumulative
- (5) earnings per share ("EPS") of Praxair, Inc. from 2010 2012 measured against EPS goals set by the Compensation and Management Development Committee of the Board of Directors when the PSU was granted in 2010.

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.