

RATCLIFFE GEORGE J

Form 4

October 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RATCLIFFE GEORGE J

(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)
10/29/2007

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)

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	10/29/2007		M		5,000	A	\$ 22.59	8,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007		M		5,000	A	\$ 29.3	13,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007		M		5,000	A	\$ 28.76	18,909.5983	I	The George J. Ratcliffe,

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Common Stock	10/29/2007	M	5,000	A	\$ 37.26	23,909.5983	I	Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	M	5,000	A	\$ 47.64	28,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 86.52	28,509.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	100	D	\$ 86.53	28,409.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	800	D	\$ 86.54	27,609.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,500	D	\$ 86.55	26,109.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	300	D	\$ 86.57	25,809.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	13,000	D	\$ 86.58	12,809.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	300	D	\$ 86.59	12,509.5983	I	The George J. Ratcliffe, Jr. 2003

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Common Stock	10/29/2007	S	400	D	\$ 86.6	12,109.5983	I	Irrevocable Trust The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	200	D	\$ 86.64	11,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,500	D	\$ 86.67	10,409.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	1,000	D	\$ 86.68	9,409.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 86.69	9,009.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	4,100	D	\$ 86.7	4,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	500	D	\$ 86.71	4,409.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	100	D	\$ 86.89	4,309.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable Trust
Common Stock	10/29/2007	S	400	D	\$ 87	3,909.5983	I	The George J. Ratcliffe, Jr. 2003 Irrevocable

(1)

Trust

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 22.59	10/29/2007		M	5,000	04/02/2002	04/22/2011	Common Stock		5,000
Stock Option (right to buy)	\$ 29.3	10/29/2007		M	5,000	04/01/2003	04/01/2012	Common Stock		5,000
Stock Option (right to buy)	\$ 28.76	10/29/2007		M	5,000	04/01/2004	04/01/2013	Common Stock		5,000
Stock Option (right to buy)	\$ 37.26	10/29/2007		M	5,000	04/01/2005	04/01/2014	Common Stock		5,000
Stock Option (right to buy)	\$ 47.64	10/29/2007		M	5,000	04/01/2006	04/01/2015	Common Stock		5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

X

10/30/2007

Date _____

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