Breedlove James T Form 4 February 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Breedlove James T Issuer Symbol PRAXAIR INC [PX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 02/23/2010

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

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

10% Owner X_ Officer (give title _ Other (specify below) Senior VP, Gen. Counsel & Sec. 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Person

Form filed by More than One Reporting

DANBURY, CT 06810-5113

(City)	(State) (2	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	02/23/2010		A	$ \begin{array}{ccc} 1,500 & & \$ 0 \\ \underline{^{(1)}} & & & \underline{^{(1)}} \end{array} $	32,448.7033 (2)	D	
Common Stock					2,660.4612	I	401(k)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Stock Option (right to buy)	\$ 76.16	02/23/2010		A	34,960	02/23/2011(3)	02/23/2020	Common Stock	34
Deferred Stock	\$ 0 (4)	02/23/2010		A	136.6642	<u>(5)</u>	(5)	Common Stock	136

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Breedlove James T			Conion VD			
C/O PRAXAIR, INC.			Senior VP,			
39 OLD RIDGEBURY ROAD			Gen. Counsel			
DANBURY, CT 06810-5113			& Sec.			

Signatures

Anthony M. Pepper, Attorney-in-Fact

02/24/2010

**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) Restricted stock unit award, payable in shares of Praxair Common Stock, vesting in three equal consecutive, annual installments beginning on February 23, 2011.
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (3) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (4) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (5) Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.

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.

Reporting Owners 2