ANGEL STEPHEN F Form 4 April 25, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES 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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANGEL STEPHEN F	2. Issuer Name and Ticker or Trading Symbol PRAXAIR INC [PX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD	(Month/Day/Year) 04/21/2011	_X_ Director 10% Owner Specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DANBURY, CT 06810-5113	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Nor	n-Derivative Sec	curitie	s Acquired,	Disposed of, or l	Beneficially (Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities A orDisposed of (E) (Instr. 3, 4 and)	d (A) or	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	04/21/2011		F	10,547.947 (1)	D	\$ 105.975	14,052.685 (2)	D	
Common Stock							2,268	I	In trust for children
Common Stock							58,147	I	Grantor Retained Annuity Trust
Common Stock							6,383.896	I	401(k)

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	of	3		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.43					01/02/2003(3)	01/02/2012	Common Stock	60,000
Stock Option (right to buy)	\$ 26.425					02/28/2004(3)	02/28/2013	Common Stock	100,000
Stock Option (right to buy)	\$ 36.58					02/24/2005(3)	02/24/2014	Common Stock	120,000
Stock Option (right to buy)	\$ 44.25					02/22/2006(3)	02/22/2015	Common Stock	143,100
Stock Option (right to buy)	\$ 53.98					02/28/2007(3)	02/29/2016	Common Stock	130,600
Stock Option (right to buy)	\$ 61.47					02/27/2008(3)	02/27/2017	Common Stock	308,300
Stock Option	\$ 83.89					02/26/2009(4)	02/26/2018	Common Stock	195,200

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(right to buy)					
Stock Option (right to buy)	\$ 60.92	02/24/2010(5)	02/24/2019	Common Stock	281,500
Stock Option (right to buy)	\$ 76.16	02/23/2011(6)	02/23/2020	Common Stock	204,640
Stock Option (right to buy)	\$ 97.84	02/22/2012(7)	02/22/2021	Common Stock	218,175
Deferred Stock	\$ O (8)	<u>(9)</u>	<u>(9)</u>	Common Stock	64,932.153

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ANGEL STEPHEN F C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X		President & CEO			

Signatures

Anthony M. Pepper,
Attorney-in-Fact 04/25/2011

**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 withheld for payment of taxes in connection with vesting of a portion of a previously reported restricted stock grant.
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.
- (3) This option became exercisable in three (3) equal annual installments beginning on the first anniversary of the date of grant.
- (4) This option vests over three years in three consecutive equal annual installments beginning on February 26, 2009.
- (5) This option vests over three years in three consecutive equal annual installments beginning on February 24, 2010.
- (6) This option vests over three years in three consecutive equal annual installments beginning on February 23, 2011.
- (7) This option vests over three years in three consecutive equal annual installments beginning on February 22, 2012.
- (8) Conversion to Praxair Common Stock is on a 1-for-1 basis.

(9)

Reporting Owners 3

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Deferred stock units acquired under the Praxair, Inc. Compensation Deferral Program as amended ("Deferred Program") and are to be settled in Praxair Common Stock.

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