

RATCLIFFE GEORGE J  
Form 4  
October 30, 2007

**FORM 4**

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

OMB APPROVAL

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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

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

Trust

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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
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

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Director 10% Owner Officer Other

RATCLIFFE GEORGE J  
C/O PRAXAIR, INC.  
39 OLD RIDGEBURY ROAD  
DANBURY, CT 06810-5113

X

## Signatures

Anthony M. Pepper,  
Attorney-In-Fact

10/30/2007

\_\_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) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan.

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