

PRAXAIR INC
Form 424B2
February 02, 2012
Table of Contents

As filed pursuant to Rule 424(b)(2)

Registration No. 333-162982

CALCULATION OF REGISTRATION FEE

Title of Each Class	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
of Securities to be Registered 2.45% Notes due 2022	\$597,564,000	\$68,480.83

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933 (the Securities Act).

Table of Contents

Prospectus Supplement

February 1, 2012

(To Prospectus Dated November 9, 2009)

\$600,000,000

2.450% Notes due 2022

Praxair, Inc. will pay interest on the notes on February 15 and August 15 of each year, beginning August 15, 2012. The notes will mature on February 15, 2022. We may redeem some or all of the notes at any time before maturity at the applicable redemption price described under the caption Description of the Notes Optional Redemption. There is no sinking fund for the notes.

Investing in the notes involves risk. See Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010 and those contained in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011 and September 30, 2011.

	Per Note	Total
Public offering price(1)	99.594%	\$ 597,564,000
Underwriting discount	0.450%	\$ 2,700,000
Proceeds, before expenses, to Praxair(1)	99.144%	\$ 594,864,000

(1) Plus accrued interest, if any, from February 6, 2012 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about February 6, 2012.

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup
Co-Managers

HSBC

Credit Suisse

Deutsche Bank Securities

J.P. Morgan

Mitsubishi UFJ Securities

RBS

Santander

Wells Fargo Securities

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>Where You Can Find More Information</u>	S-2
<u>Note Regarding Forward-Looking Statements</u>	S-3
<u>The Company</u>	S-4
<u>Recent Developments</u>	S-4
<u>Use of Proceeds</u>	S-5
<u>Ratio of Earnings To Fixed Charges</u>	S-5
<u>Description of the Notes</u>	S-6
<u>Underwriting</u>	S-9
<u>Experts</u>	S-10

Prospectus

	Page
<u>About This Prospectus</u>	1
<u>Note Regarding Forward-Looking Statements</u>	1
<u>The Company</u>	2
<u>Risk Factors</u>	2
<u>Use of Proceeds</u>	2
<u>Ratio of Earnings To Fixed Charges and Ratio of Earnings To Fixed Charges and Preferred Stock Dividends</u>	3
<u>Description of Capital Stock</u>	4
<u>Description of Debt Securities</u>	6
<u>Plan of Distribution</u>	17
<u>Legal Matters</u>	18
<u>Experts</u>	19
<u>Where You Can Find More Information</u>	19
<u>Incorporation of Certain Information by Reference</u>	19

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since that date.

References to we, us, our, the Company, and Praxair are to Praxair, Inc. and its subsidiaries unless the context otherwise requires.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC and our common stock is listed on the New York Stock Exchange under the symbol PX. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room at 100 F Street, NE, Washington, D.C. 20549. You can call the SEC at 1-800-732-0330 for further information about the public reference rooms.

The SEC allows us to incorporate by reference the information we file with them, which means we are assumed to have disclosed important information to you when we refer you to documents that are on file with the SEC. The information we have incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future documents we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended until we sell all of the securities covered by this prospectus supplement and the accompanying prospectus, provided that information furnished and not filed by us under any item of any Current Report on Form 8-K including the related exhibits is not incorporated by reference.

Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

The information responsive to Part III of Form 10-K for the fiscal year ended December 31, 2010 provided in our Proxy Statement on Schedule 14A filed on March 16, 2011.

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011 and September 30, 2011.

Current Reports on Form 8-K filed on February 28, 2011, March 4, 2011, April 28, 2011, May 5, 2011, September 6, 2011, December 14, 2011, December 15, 2011 and January 25, 2012 (Items 5.02 and 8.01 only).

You may request a copy of these documents at no cost by writing or telephoning us at the following address:

Praxair, Inc.

39 Old Ridgebury Road

Danbury, Connecticut 06810-5113

Attn: Assistant Corporate Secretary

Telephone: (203) 837-2000.

Table of Contents

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's reasonable expectations and assumptions as of the date the statements are made but involve risks and uncertainties. These risks and uncertainties include, without limitation: the performance of stock markets generally; developments in worldwide and national economies and other international events and circumstances; changes in foreign currencies and in interest rates; the cost and availability of electric power, natural gas and other raw materials; the ability to achieve price increases to offset cost increases; catastrophic events including natural disasters, epidemics and acts of war and terrorism; the ability to attract, hire, and retain qualified personnel; the impact of changes in financial accounting standards; the impact of changes in pension plan liabilities; the impact of tax, environmental, healthcare and other legislation and government regulation in jurisdictions in which the Company operates; the cost and outcomes of investigations, litigation and regulatory proceedings; continued timely development and market acceptance of new products and applications; the impact of competitive products and pricing; future financial and operating performance of major customers and industries served; and the effectiveness and speed of integrating new acquisitions into the business. These risks and uncertainties may cause actual future results or circumstances to differ materially from the projections or estimates contained in the forward-looking statements. The Company assumes no obligation to update or provide revisions to any forward-looking statement in response to changing circumstances. The above listed risks and uncertainties are further described in Item 1A (Risk Factors) in the Company's latest Annual Report on Form 10-K and those contained in the Company's Quarterly Reports on Form 10-Q, in each case, filed with the SEC which should be reviewed carefully. Please consider the Company's forward-looking statements in light of those risks.

S-3

Table of Contents**THE COMPANY**

Praxair was founded in 1907 and became an independent publicly traded company in 1992. Praxair was the first company in the United States to produce oxygen from air using a cryogenic process and continues to be a major technological innovator in the industrial gases industry.

Praxair is the largest industrial gas supplier in North and South America, is rapidly growing in Asia, and has strong, well-established businesses in Europe. Praxair's primary products for its industrial gases business are atmospheric gases (oxygen, nitrogen, argon, rare gases) and process gases (carbon dioxide, helium, hydrogen, electronic gases, specialty gases, acetylene). The Company also designs, engineers and builds equipment that produces industrial gases for internal use and external sale. The Company's surface technologies segment, operated through Praxair Surface Technologies, Inc., supplies wear-resistant and high-temperature corrosion-resistant metallic and ceramic coatings and powders. Sales for Praxair were \$10,116 million, \$8,956 million and \$10,796 million for 2010, 2009 and 2008, respectively.

Praxair serves approximately 25 industries as diverse as healthcare and petroleum refining; computer-chip manufacturing and beverage carbonation; fiber-optics and steel making; and aerospace, chemicals and water treatment. In 2010, 94% of sales were generated in four geographic segments (North America, Europe, South America and Asia) primarily from the sale of industrial gases with the balance generated from the surface technologies segment. Praxair provides a competitive advantage to its customers by continuously developing new products and applications, which allow them to improve their productivity, energy efficiency and environmental performance.

The Company's principal offices are located at 39 Old Ridgebury Road in Danbury, Connecticut 06810-5113 and its telephone number is (203) 837-2000.

RECENT DEVELOPMENTS

On January 25, 2012, we announced our results for the fiscal year ended December 31, 2011. Our earnings press release was furnished to the SEC in a Current Report on Form 8-K filed on January 25, 2012, the furnished portions of which are not incorporated by reference herein.

<i>(Dollar amounts in millions)</i>	Year Ended December 31,	
	2011	2010
Income Statement Data	<i>(unaudited)</i>	
Sales	\$ 11,252	\$ 10,116
Operating profit (a)	2,468	2,082
Net income - Praxair, Inc. (a)	1,672	1,195
Balance Sheet Data (at period end)		
Total assets	\$ 16,356	\$ 15,274
Long-term debt	5,838	5,155

(a) 2011 includes: (i) a net gain of \$39 million (\$37 million net income-Praxair, Inc.) related to a gain on acquisition; and (ii) a pre-tax charge of \$40 million (\$31 million net income-Praxair, Inc.) related to the 2011 cost reduction program, both described below. 2010 includes: (i) a net tax charge of \$250 million related to a Spanish income tax settlement; (ii) a pre-tax charge of \$58 million (\$40 million net income-Praxair, Inc.) related to the U.S. Homecare divestiture; (iii) a net repatriation tax benefit of \$35 million and (iv) a charge of \$27 million (\$26 million net income-Praxair, Inc.) related to the Venezuela currency devaluation.

Sales increased 11%, from \$10,116 million in 2010 to \$11,252 million in 2011, due primarily to higher volumes and prices and the favorable impact of currency translation. Operating profit increased 19%, from \$2,082 million in 2010 to \$2,468 million in 2011. Results for 2011 reflected charges related to severance and business restructuring actions primarily in Europe (in industrial gases and surface technologies), which reduced operating profit and net income-Praxair, Inc. by \$40 million and \$31 million, respectively. These charges were largely offset by a non-cash gain resulting from the revaluation of our 50% ownership interest in Yara Praxair Holdings AS (a joint venture in Scandinavia) at fair value in accordance with U.S. accounting rules after we acquired an additional 16% ownership interest in the joint venture. This gain increased operating profit and net income by \$39 million and \$37 million, respectively, in 2011.

Table of Contents

Cash flow from operations was \$2,455 million in 2011. Capital expenditures, primarily for new production plants under long-term contracts with customers, were \$1,797 million in 2011. Acquisition expenditures of \$294 million in 2011 included acquisitions of the controlling interest in Yara Praxair described above, several packaged gas distributors in the United States and a 49% ownership in ROC Group's industrial gases business operating in the United Arab Emirates. During 2011, the company paid \$602 million of dividends and repurchased \$742 million of stock, net of issuances. As of December 31, 2011, we had \$5,838 million of long-term debt. In addition, we announced that our board of directors approved a new \$1.5 billion share repurchase program. We also contributed \$100 million to one of our U.S. pension plans on January 12, 2012.

USE OF PROCEEDS

We anticipate using the net proceeds of the offering to repay short-term debt, to fund share repurchases under our share repurchase program and for general corporate purposes. Prior to their application, the net proceeds may be invested in short-term investments.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges. We did not have any preferred stock outstanding and did not pay or accrue preferred stock dividends during such periods.

	Nine Months		Year Ended December 31,			
	Ended September 30,					
	2011	2010	2009	2008	2007	2006
Ratio of Earnings to Fixed Charges(a)	10.6	9.9	7.3	7.0	7.6	7.6

- (a) For the purpose of computing the ratio of earnings to fixed charges, earnings are comprised of income from continuing operations of consolidated subsidiaries before provision for income taxes and adjustment for non-controlling interests in consolidated subsidiaries or income or loss from equity investees, less capitalized interest, plus depreciation of capitalized interest, dividends from companies accounted for using the equity method, and fixed charges. Fixed charges are comprised of interest on long-term and short-term debt plus capitalized interest and rental expense representative of an interest factor.

Table of Contents

DESCRIPTION OF THE NOTES

In this section entitled Description of the Notes, references to the Company, Praxair, we, our, or us refers to Praxair, Inc., as issuer of the and not to any of the subsidiaries of Praxair, Inc.

The following description of the particular terms of the notes supplements, and to the extent inconsistent therewith supersedes, the description of the general terms and provisions of the senior debt securities included in the accompanying prospectus, to which description reference is hereby made.

The notes will be our unsecured general obligations, will be issued under an indenture dated as of July 15, 1992 between Praxair, Inc. and U.S. Bank National Association, as the ultimate successor trustee to Bank of America, Illinois, will be issued only in book-entry form and will mature on February 15, 2022.

The notes will bear interest from February 6, 2012 or from the most recent date to which interest has been paid or provided for, at the rate of 2.450% per year, payable semi-annually in arrears on February 15 and August 15, commencing on August 15, 2012, to the persons in whose names the notes are registered at the close of business on the preceding February 1 and August 1, respectively. The notes will accrue interest on the basis of a 360-day year consisting of twelve months of 30 days each.

We will issue the notes in registered form without coupons in denominations of \$2,000 and whole multiples of \$1,000 in excess thereof. The notes are subject to defeasance under the conditions described in the accompanying prospectus, including the condition that an opinion of counsel be delivered with respect to the absence of any tax effect of any such defeasance to holders of the notes.

Upon issuance, the notes will be represented by one or more global securities that will be deposited with, or on behalf of, The Depository Trust Company (DTC) and will be registered in the name of DTC or a nominee of DTC. See Description of Debt Securities Global Debt Securities in the accompanying prospectus.

We may from time to time without the consent of the holders of the notes create and issue further notes having the same terms and conditions as these notes so that the further issue would be consolidated and form a single series with these notes, provided that if any additional notes are not fungible with the existing notes for United States federal income tax purposes, such additional notes will have a separate CUSIP number.

At September 30, 2011, approximately \$5,675 million aggregate principal amount of senior debt securities were outstanding under the indenture.

Optional Redemption

We may redeem the notes at our option, at any time in whole or from time to time in part. At least 20 days but not more than 60 days before a redemption date, we shall mail a notice of redemption by first-class mail to each holder of registered notes.

The redemption price for the notes to be redeemed on any redemption date that is prior to November 15, 2021 will be equal to the greater of:

- (1) the principal amount of the notes being redeemed plus accrued and unpaid interest to the redemption date; or
- (2) the Make-Whole Amount for the notes being redeemed.

The redemption price for the notes to be redeemed on any redemption date that is on or after November 15, 2021 will be equal to 100% of the principal amount of the notes being redeemed on the redemption date, plus accrued and unpaid interest to the redemption date.

In any case, the principal amount of a note remaining outstanding after a redemption in part shall be \$2,000 or an integral multiple of \$1,000 in excess thereof. Once notice of redemption is given, the notes called for redemption become due and payable on the redemption date at the redemption price stated in the notice.

There is no sinking fund for the notes.

Table of Contents

Make-Whole Amount means, as determined by a Quotation Agent, the sum of the present values of the principal amount of the notes to be redeemed, together with the scheduled payments of interest (exclusive of interest to the redemption date) from the redemption date to the maturity date of the notes being redeemed, in each case discounted to the redemption date on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Adjusted Treasury Rate, plus accrued and unpaid interest on the principal amount of the notes being redeemed to the redemption date.

Adjusted Treasury Rate means, with respect to any redemption date, the sum of (x) either (1) the yield, under the heading that represents the average for the immediately preceding week, appearing in the most recent published statistical release designated H.15 (519) or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded United States Treasury securities adjusted to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the notes being redeemed, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Adjusted Treasury Rate shall be interpolated or extrapolated from such yields on a straight-line basis, rounded to the nearest month) or (2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Price for such redemption date, in each case calculated on the third business day preceding the redemption date, and (y) 0.10%.

Comparable Treasury Issue means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term from the redemption date to the maturity date of the notes being redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of notes.

Comparable Treasury Price means, with respect to any redemption date, if clause (2) of the Adjusted Treasury Rate is applicable, the average of four, or such lesser number as is obtained by the indenture trustee, Reference Treasury Dealer Quotations for such redemption date.

Quotation Agent means the Reference Treasury Dealer selected by the indenture trustee after consultation with us.

Reference Treasury Dealer means Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and their respective successors and assigns, and one other nationally recognized investment banking firm selected by us that is a primary U.S. Government securities dealer.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the indenture trustee, of the bid and asked prices for the Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, quoted in writing to the indenture trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

Defaults and Remedies

Clause 1 of the definition of **event of default** under the caption **Description of the Debt Securities Defaults and Remedies** in the accompanying prospectus is revised and applicable to this series of notes as follows:

the Company defaults in any payment of interest on any of the notes when the same becomes due and payable and the default continues for a period of 30 days.

Book-Entry System

We will initially issue the notes in the form of one or more global notes (the **Global Notes**). The Global Notes will be deposited with, or on behalf of, DTC and registered in the name of DTC or its nominee. Except as

Table of Contents

set forth below, the Global Notes may be transferred, in whole and not in part, only to DTC or another nominee of DTC. A holder may hold beneficial interests in the Global Notes directly through DTC if such holder has an account with DTC or indirectly through organizations which have accounts with DTC, including Euroclear and Clearstream.

Investors may hold interests in the notes outside the United States through Euroclear or Clearstream if they are participants in those systems, or indirectly through organizations which are participants in those systems. Euroclear and Clearstream will hold interests on behalf of their participants through customers' securities accounts in Euroclear's and Clearstream's names on the books of their respective depositaries which in turn will hold such positions in customers' securities accounts in the names of the nominees of the depositaries on the books of DTC. All securities in Euroclear or Clearstream are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts.

Table of Contents**UNDERWRITING**

Under the terms and subject to the conditions set forth in an underwriting agreement dated the date hereof, the underwriters named below have severally agreed to purchase, and we have agreed to sell to them, severally, the respective principal amounts of notes set forth opposite their names below:

Underwriters	Principal Amount of Notes
Citigroup Global Markets Inc.	\$ 160,000,000
HSBC Securities (USA) Inc.	160,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	160,000,000
Credit Suisse Securities (USA) LLC	17,143,000
Deutsche Bank Securities Inc.	17,143,000
J.P. Morgan Securities LLC	17,142,000
Mitsubishi UFJ Securities (USA), Inc.	17,143,000
RBS Securities Inc.	17,143,000
Santander Investment Securities Inc.	17,143,000
Wells Fargo Securities, LLC	17,143,000
Total	\$ 600,000,000

The underwriting agreement provides that the obligation of the several underwriters to pay for and accept delivery of the notes is subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are committed to purchase all of the notes if any are purchased.

The underwriters propose to offer the notes initially to the public at the public offering price shown on the cover page hereof and to selling group members at that price less a selling concession of 0.250% of the principal amount of the notes. The underwriters and selling group members may reallow a discount of 0.150% of the principal amount of the notes on sales to other dealers. After the initial offering of the notes, the underwriters may change the offering price and other selling terms.

We estimate that our expenses for this offering will be approximately \$250,000.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

The notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on a national securities exchange. We have been advised by the underwriters that they currently intend to make a secondary market in the notes, as permitted by applicable laws and regulations. The underwriters are not obligated, however, to make a market in the notes and any such secondary market making may be discontinued at any time without notice at the sole discretion of the underwriters. Accordingly, no assurance can be given as to the liquidity of, or trading market for, the notes.

In connection with the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the underwriters may overallocate in connection with the offering of the notes, creating a syndicate short position. In addition, the underwriters may bid for, and purchase notes in the open market to cover syndicate short positions or to stabilize the price of the notes. Finally, the underwriting syndicate may reclaim selling concessions allowed for distributing the notes in the offering of the notes, if the syndicate repurchases previously distributed notes in syndicate covering transactions, stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the notes above independent market levels. The underwriters are not required to engage in any of these activities, and may end any of them at any time without notice.

Table of Contents

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities.

The underwriters or their affiliates have performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The underwriters may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve our securities and/or instruments. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In particular, certain of the underwriters or their affiliates are agents and/or lenders under our or our subsidiaries' credit facilities. In each case, we pay customary fees as compensation for these roles.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the year ended December 31, 2010 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Table of Contents

Prospectus

PRAXAIR, INC.

Common Stock

Preferred Stock

and

Debt Securities

We may offer, from time to time, in one or more series:

shares of our common stock;

shares of our preferred stock;

unsecured senior debt securities; and

unsecured subordinated debt securities.

The securities:

will be offered at prices and on terms to be set forth in one or more prospectus supplements;

may be denominated in U.S. dollars or in other currencies or currency units;

may be offered separately or together with other securities as units, or in separate series;

may be issued upon conversion of, or in exchange for, other securities; and

may be listed on a national securities exchange, if specified in the applicable prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol "PX".

Investing in these securities involves risk. See Risk Factors on page 2 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities may be sold from time to time directly, through agents or through underwriters and/or dealers. If any agent of the issuer or any underwriter is involved in the sale of the securities, the name of such agent or underwriter and any applicable commission or discount will be set forth in the accompanying prospectus supplement.

This prospectus may not be used unless accompanied by a prospectus supplement.

The date of this prospectus is November 9, 2009.

Table of Contents

TABLE OF CONTENTS

Prospectus

	Page
<u>About This Prospectus</u>	1
<u>Note Regarding Forward-Looking Statements</u>	1
<u>The Company</u>	2
<u>Risk Factors</u>	2
<u>Use of Proceeds</u>	2
<u>Ratio of Earnings To Fixed Charges and Ratio of Earnings To Fixed Charges and Preferred Stock Dividends</u>	3
<u>Description of Capital Stock</u>	4
<u>Description of Debt Securities</u>	6
<u>Plan of Distribution</u>	17
<u>Legal Matters</u>	18
<u>Experts</u>	19
<u>Where You Can Find More Information</u>	19
<u>Incorporation of Certain Information by Reference</u>	19

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement filed with the United States Securities and Exchange Commission, or the SEC, by us. By using a shelf registration statement, we may sell an unlimited aggregate principal amount of any combination of the securities described in this prospectus from time to time and in one or more offerings. This prospectus only provides you with a general description of the securities that we may offer. Each time we sell securities, we will provide a supplement to this prospectus that contains specific information about the terms of the securities. The prospectus supplement may also add, update or change information contained in this prospectus. Before purchasing any securities, you should carefully read both this prospectus and any prospectus supplement, together with the additional information described under the headings "Where You Can Find More Information" and "Incorporation of Certain Information by Reference."

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents.

References to we, us, our, the Company and Praxair are to Praxair, Inc. and its subsidiaries unless the context requires otherwise.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus (including the documents incorporated herein by reference) contains and any prospectus supplement (including the documents incorporated therein by reference) will contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's reasonable expectations and assumptions as of the date the statements are made but involve risks and uncertainties. These risks and uncertainties include, without limitation: the performance of stock markets generally; developments in worldwide and national economies and other international events and circumstances; changes in foreign currencies and in interest rates; the cost and availability of electric power, natural gas and other raw materials; the ability to achieve price increases to offset cost increases; catastrophic events including natural disasters, epidemics and acts of war and terrorism; the ability to attract, hire and retain qualified personnel; the impact of changes in financial accounting standards; the impact of tax, environmental, home healthcare and other legislation and government regulation in jurisdictions in which the Company operates; the cost and outcomes of investigations, litigation and regulatory proceedings; continued timely development and market acceptance of new products and applications; the impact of competitive products and pricing; future financial and operating performance of major customers and industries served; and the effectiveness and speed of integrating new acquisitions into the business. These risks and uncertainties may cause actual future results or circumstances to differ materially from the projections or estimates contained in the forward-looking statements. The Company assumes no obligation to update or provide revisions to any forward-looking statement in response to changing circumstances. The above listed risks and uncertainties are further described in Item 1A (Risk Factors) in the Company's latest Annual Report on Form 10-K filed with the SEC which should be reviewed carefully. Please consider the Company's forward-looking statements in light of those risks. The Company is under no duty and does not intend to update any of the forward-looking statements after the date of this prospectus or to conform our prior statements to actual results.

Table of Contents

THE COMPANY

Praxair was founded in 1907 and became an independent publicly traded company in 1992. Praxair was the first company in the United States to produce oxygen from air using a cryogenic process and continues to be a major technological innovator in the industrial gases industry.

Praxair is the largest industrial gases supplier in North and South America, is rapidly growing in Asia, and has strong, well-established businesses in Europe. Praxair's primary products for its industrial gases business are atmospheric gases (oxygen, nitrogen, argon, rare gases) and process gases (carbon dioxide, helium, hydrogen, electronic gases, specialty gases, acetylene). The Company also designs, engineers and builds equipment that produces industrial gases for internal use and external sale. The Company's surface technology segment, operated through Praxair Surface Technologies, Inc., supplies wear-resistant and high-temperature corrosion-resistant metallic and ceramic coatings and powders. Sales for Praxair were \$10,796 million, \$9,402 million, and \$8,324 million for 2008, 2007, and 2006, respectively. For the nine-month periods ended September 30, 2009 and 2008, sales for the Company were \$6,549 million and \$8,393 million, respectively.

Praxair serves approximately 25 industries as diverse as healthcare and petroleum refining; computer-chip manufacturing and beverage carbonation; fiber-optics and steel making; and aerospace, chemicals and water treatment. In 2008, 95% of sales were generated in four geographic segments (North America, Europe, South America and Asia) primarily from the sale of industrial gases with the balance generated from the surface technologies segment. Praxair provides a competitive advantage to its customer base by continually developing new products and applications, which allow them to improve their productivity, energy efficiency and environmental performance.

The Company's principal offices are located at 39 Old Ridgebury Road in Danbury, Connecticut 06810-5113 and our telephone number is (203) 837-2000.

RISK FACTORS

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent annual report on Form 10-K, as updated by our quarterly reports on Form 10-Q and other SEC filings filed after such annual report. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

USE OF PROCEEDS

Except as otherwise described in the applicable prospectus supplement, we will use the net proceeds from the sale or sales of our securities for general corporate purposes, which may include, without limitation, the repayment of outstanding indebtedness, repurchases of our common stock, working capital increases, capital expenditures and acquisitions. Prior to their application, the proceeds may be invested in short-term investments. Reference is made to our financial statements incorporated by reference herein for a description of the terms of our outstanding indebtedness.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES****AND****RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth our ratio of earnings to fixed charges and ratio of earnings to fixed charges and preferred stock dividends for the periods indicated:

	Nine Months Ended September 30,		Year Ended December 31,			
	2009	2008	2007	2006	2005	2004
Ratio of Earnings to Fixed Charges(a)	6.7	7.0	7.6	7.6	6.6	6.1
Ratio of Earnings to Fixed Charges and Preferred Stock Dividends(b)	6.7	7.0	7.6	7.6	6.6	6.0