

Murphy Mark J.
Form 4
August 31, 2010

FORM 4

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

OMB APPROVAL

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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 *
Murphy Mark J.

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

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Controller

(Street)
DANBURY, CT 06810-5113

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/30/2010		M	1,334 A \$ 22.01	1,834 ⁽¹⁾	D	
Common Stock	08/30/2010		M	2,500 A \$ 28.8	4,334 ⁽¹⁾	D	
Common Stock	08/30/2010		S	3,834 D \$ 87.0492 ⁽²⁾	500 ⁽¹⁾	D	
Common Stock					805.245	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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 22.01	08/30/2010		M	1,334	02/21/2002 ⁽³⁾ 02/21/2011	Common Stock 1,334
Stock Option (right to buy)	\$ 28.8	08/30/2010		M	2,500	02/26/2003 ⁽³⁾ 02/26/2012	Common Stock 2,500
Stock Option (right to buy)	\$ 26.425					02/28/2004 ⁽³⁾ 02/28/2013	Common Stock 4,600
Stock Option (right to buy)	\$ 36.58					02/24/2005 ⁽³⁾ 02/24/2014	Common Stock 7,500
Stock Option (right to buy)	\$ 44.25					02/22/2006 ⁽³⁾ 02/22/2015	Common Stock 8,000
Stock Option (right to buy)	\$ 53.98					02/28/2007 ⁽³⁾ 02/28/2016	Common Stock 15,000
Stock Option (right to buy)	\$ 61.47					02/27/2008 ⁽³⁾ 02/27/2017	Common Stock 15,000

