

PRAXAIR INC  
Form 4  
May 10, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
YAKICH WAYNE 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)  
05/09/2006

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)  
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/09/2006		M		19,334 A \$ 27.625	D	
Common Stock	05/09/2006		M		38,667 A \$ 26.425	D	
Common Stock	05/09/2006		M		20,000 A \$ 36.58	D	
Common Stock	05/09/2006		S		1,000 D \$ 56	D	
Common Stock	05/09/2006		S		100 D \$ 56.06	D	

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Common Stock	05/09/2006	S	100	D	\$ 56.07	76,801	D
Common Stock	05/09/2006	S	400	D	\$ 56.08	76,401	D
Common Stock	05/09/2006	S	2,900	D	\$ 56.09	73,501	D
Common Stock	05/09/2006	S	2,200	D	\$ 56.1	71,301	D
Common Stock	05/09/2006	S	600	D	\$ 56.12	70,701	D
Common Stock	05/09/2006	S	500	D	\$ 56.14	70,201	D
Common Stock	05/09/2006	S	1,000	D	\$ 56.15	69,201	D
Common Stock	05/09/2006	S	1,400	D	\$ 56.16	67,801	D
Common Stock	05/09/2006	S	2,400	D	\$ 56.17	65,401	D
Common Stock	05/09/2006	S	100	D	\$ 56.18	65,301	D
Common Stock	05/09/2006	S	900	D	\$ 56.19	64,401	D
Common Stock	05/09/2006	S	4,300	D	\$ 56.2	60,101	D
Common Stock	05/09/2006	S	4,200	D	\$ 56.21	55,901	D
Common Stock	05/09/2006	S	1,800	D	\$ 56.22	54,101	D
Common Stock	05/09/2006	S	2,900	D	\$ 56.23	51,201	D
Common Stock	05/09/2006	S	2,000	D	\$ 56.24	49,201	D
Common Stock	05/09/2006	S	2,500	D	\$ 56.25	46,701	D
Common Stock	05/09/2006	S	1,400	D	\$ 56.26	45,301	D
Common Stock	05/09/2006	S	4,300	D	\$ 56.27	41,001	D
Common Stock	05/09/2006	S	3,900	D	\$ 56.28	37,101	D
	05/09/2006	S	1,000	D	\$ 56.29	36,101	D

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Common Stock							
Common Stock	05/09/2006		S	14,100	D	\$ 56.3	22,001 D
Common Stock	05/09/2006		S	2,500	D	\$ 56.31	19,501 D
Common Stock	05/09/2006		S	2,800	D	\$ 56.32	16,701 D
Common Stock	05/09/2006		S	900	D	\$ 56.33	15,801 D

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 Acquired (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	\$ 27.625	05/09/2006		M	19,334	12/31/2002 12/30/2011	Common Stock 19,334
Stock Option Right to Buy	\$ 26.425	05/09/2006		M	38,667	02/28/2004 02/28/2013	Common Stock 38,667
Stock Option Right to Buy	\$ 36.58	05/09/2006		M	20,000	02/24/2005 02/24/2014	Common Stock 20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAKICH WAYNE J C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Vice President	

## Signatures

Anthony M. Pepper, Attorney-in-Fact	05/10/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

### Remarks:

1 of 2 Forms 4.

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.