

REILLEY DENNIS H
Form 4
November 03, 2006

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 *
REILLEY DENNIS H

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 (D) Price			
Common Stock	11/02/2006		S	5,000 D \$ 61.3674	155,346.4772	D	
Common Stock	11/02/2006		S	5,000 D \$ 61.35	150,346.4772	D	
Common Stock	11/02/2006		S	5,000 D \$ 61.3554	145,346.4772	D	
Common Stock	11/02/2006		S	5,000 D \$ 61.2764	140,346.4772	D	
Common Stock	11/02/2006		S	5,000 D \$ 61.3006	135,346.4772	D	
	11/02/2006		S	2,000 D \$ 61.136	133,346.4772	D	

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Common Stock									
Common Stock	11/02/2006		S	3,000	D	\$ 61.1263	130,346.4772	D	
Common Stock	11/02/2006		S	2,000	D	\$ 61.19	128,346.4772	D	
Common Stock	11/02/2006		S	3,000	D	\$ 61.1123	125,346.4772	D	
Common Stock	11/02/2006		S	2,000	D	\$ 61.0895	123,346.4772	D	
Common Stock	11/02/2006		S	3,000	D	\$ 61.1	120,346.4772	D	
Common Stock	11/02/2006		S	8,000	D	\$ 61.15	112,346.4772	D	
Common Stock	11/02/2006		S	2,000	D	\$ 61.16	110,346.4772 (1)	D	
Common Stock							1,286.2824	I	401(k)
Common Stock							222	I	Wife

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLEY DENNIS H C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X		Chairman and CEO	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

11/03/2006

__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 share previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan and with respect to unvested shares of restricted stock.

Remarks:

2 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.