

PRAXAIR INC
Form 4
February 28, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK PATRICK M

(Last) (First) (Middle)

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)
02/27/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/27/2006		M		3,334	A	\$ 25.375	5,298.779 D
Common Stock	02/27/2006		M		5,166	A	\$ 26.425	10,464.779 D
Common Stock	02/27/2006		M		6,500	A	\$ 36.58	16,964.779 D
Common Stock	02/27/2006		S		200	D	\$ 55.26	16,764.779 D
Common Stock	02/27/2006		S		1,800	D	\$ 55.25	14,964.779 D

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Common Stock	02/27/2006	S	2,000	D	\$ 55.2	12,964.779	D
Common Stock	02/27/2006	S	3,000	D	\$ 55.15	9,964.779	D
Common Stock	02/27/2006	S	2,000	D	\$ 55.1	7,964.779	D
Common Stock	02/27/2006	S	2,000	D	\$ 55.05	5,964.779	D
Common Stock	02/27/2006	S	300	D	\$ 54.93	5,664.779	D
Common Stock	02/27/2006	S	100	D	\$ 54.92	5,564.779	D
Common Stock	02/27/2006	S	1,600	D	\$ 54.96	3,964.779	D
Common Stock	02/27/2006	S	150	D	\$ 55.155	3,814.779	D
Common Stock	02/27/2006	S	1,850	D	\$ 55.15	1,964.779	D

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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 25.375	02/27/2006		M	3,334	07/15/2005 07/15/2012	Common Stock	3,334
	\$ 26.425	02/27/2006		M	5,166	02/28/2004 02/28/2013		5,166

Stock									Common	
Options									Stock	
(Right to										
Buy)										
Stock										
Options	\$ 36.58	02/27/2006		M	6,500	02/24/2005	02/24/2014		Common	
(Right to									Stock	6,500
Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK PATRICK M 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113			Vice President and Controller	

Signatures

Anthony M. Pepper,
Attorney-in-Fact
02/28/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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