

PRAXAIR INC  
Form 8-K  
January 31, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **January 25, 2005**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or Other jurisdiction of incorporation)

**1-11037**

(Commission File Number)

**06-124-9050**

(IRS Employer Identification No.)

**39 OLD RIDGEBURY ROAD, DANBURY, CT**

(Address of principal executive offices)

**06810-5113**

(Zip Code)

**(203)837-2000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Praxair, Inc.'s Compensation and Management Development Committee has established 2005 performance goals for determining performance-based annual variable compensation cash awards to be paid to executive officers and other high level executives under the 2002 Praxair, Inc. Variable Compensation Plan (Filed as Exhibit 10.03 to the Company's 2001 Annual Report on Form 10-K). These goals are principally sales revenues, net income after tax and cash flow, as well as non-financial goals in the areas of safety performance, audit and compliance, Six Sigma, strategic positioning of the business for long term performance, consideration of performance relative to peer companies, and people development.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRAXAIR, INC.  
Registrant

Date: January 25, 2005

By: /s/ James T. Breedlove  
James T. Breedlove  
Vice President, General Counsel  
and Secretary