

MALFITANO RICARDO S
Form 4
February 21, 2012

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 *
MALFITANO RICARDO S

(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)
02/17/2012

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)

Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/17/2012		M		100,000 A \$ 44.25	D	
Common Stock	02/17/2012		S		100,000 D \$ 110.001 (2)	D	
Common Stock	02/17/2012		M		18,443 A \$ 53.98	D	
Common Stock	02/17/2012		S		18,443 D \$ 110 (1)	D	
Common Stock	02/17/2012		M		19,632 A \$ 61.47	D	

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Common Stock	02/17/2012	S	19,632	D	\$ 110	35,882.6131	D	
Common Stock						2,745.6155	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 44.25	02/17/2012		M	100,000	02/22/2006 ⁽³⁾ 02/22/2015	Common Stock	100,000	
Stock Option (right to buy)	\$ 53.98	02/17/2012		M	18,443	02/28/2007 ⁽³⁾ 02/29/2016	Common Stock	18,443	
Stock Option (right to buy)	\$ 61.47	02/17/2012		M	19,632	02/27/2008 ⁽³⁾ 02/27/2017	Common Stock	19,632	
Stock Option (right to buy)	\$ 83.89					02/26/2009 ⁽³⁾ 02/26/2018	Common Stock	54,000	
Stock Option (right to buy)	\$ 60.92					02/24/2010 ⁽⁴⁾ 02/24/2019	Common Stock	83,000	
Stock Option (right to buy)	\$ 76.16					02/23/2011 ⁽⁵⁾ 02/23/2020	Common Stock	53,000	

