

PRAXAIR INC  
Form 8-K  
February 28, 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) **February 22, 2005**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other jurisdiction of incorporation)

1-11037

06-124-9050

FORM 8-K

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(Commission File Number)

(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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**1.01 Entry into a Material Definitive Agreement**

On February 22, 2005, stock option grants were made to the Company's Executive Officers pursuant to written forms of Option Award under the 2002 Praxair, Inc. Long Term Incentive Plan (the Agreements). The Agreements are filed with this Current Report on Form 8-K Exhibits 10.01a and 10.01b.

**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: February 28, 2005

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

**Exhibit Index**

Exhibit 10.01a: Standard Form of Option Award under the 2002 Praxair, Inc. Long Term Incentive Plan.

Exhibit 10.01b: Transferable Form of Option Award under the 2002 Praxair, Inc. Long Term Incentive Plan.

