McVay Larry D Form 4 May 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Check this box

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(b).

See Instruction

1. Name and Address of Reporting Person * McVay Larry D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRAXAIR INC [PX]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

C/O PRAXAIR, INC., 39 OLD RIDGEBURY ROAD

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

05/02/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

DANBURY, CT 06810-5113

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

4. Securities Acquired (A) 5. Amount of 3. Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)

(Instr. 4)

D

(A) or Code V Amount

Transaction(s) (D) Price

(Instr. 3 and 4)

Common Stock

(City)

05/02/2013

1,658.267 11,759.7795 M (1) (2) (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	actionDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Acquired (A) or					
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and 5)					
							Date Exercisable	Expiration Date	Title	Amou
				Code V	(A)	(D)	Exercisaeic	Build		Shares
Deferred Stock Units	(3)	05/02/2013		M		1,658.267	05/02/2013	05/02/2013	Common Stock	1,658

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
McVay Larry D C/O PRAXAIR, INC. 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5113	X						

Signatures

Anthony M. Pepper, Attorney-in-Fact

05/06/2013

**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).
- Settlement and payout of Deferred Stock Units ("DSUs") granted to non-management directors on April 27, 2010, as part of the Director (1) Compensation Program. Each DSU was the economic equivalent of one share of Praxair common stock. On May 2, 2013, the DSUs were
- (1) Compensation Program. Each DSU was the economic equivalent of one share of Praxair common stock. On May 2, 2013, the DSUs were settled for an equal number of shares of Praxair common stock.
- (2) This total includes shares previously acquired through automatic dividend reinvestment under the Praxair Dividend Reinvestment and Stock Purchase Plan, and shares of unvested restricted stock units.
- (3) Conversion to Praxair Common Stock is on a 1-for-1 basis.

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.

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