

PRAXAIR INC  
Form 8-K  
April 28, 2010

**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) April 27, 2010**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

1-11037

06-124-9050

(State or Other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

39 OLD RIDGEBURY ROAD, DANBURY, CT

06810-5113

(Address of principal executive offices)

(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))
-

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Praxair, Inc. was held on April 27, 2010.

Nine directors were elected at the meeting to serve until the 2011 annual meeting of shareholders, and until his or her successor is elected and qualified. The vote results were as follows, with each nominee having received at least 94.7% of the votes cast for his or her election:

| <b>Director Nominees</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------|------------------|-----------------------|-----------------------------|
| Stephen F. Angel         | 236,904,294      | 4,733,251             | 21,966,562                  |
| Nance K. Dicciani        | 240,762,316      | 875,229               | 21,966,562                  |
| Edward G. Galante        | 240,794,942      | 842,603               | 21,966,562                  |
| Claire W. Gargalli       | 237,847,431      | 3,790,114             | 21,966,562                  |
| Ira D. Hall              | 239,698,598      | 1,938,947             | 21,966,562                  |
| Raymond W. LeBoeuf       | 237,808,362      | 3,829,183             | 21,966,562                  |
| Larry D. McVay           | 239,704,303      | 1,933,242             | 21,966,562                  |
| Wayne T. Smith           | 228,876,322      | 12,761,223            | 21,966,562                  |
| Robert L. Wood           | 240,740,888      | 896,657               | 21,966,562                  |

Shareholders also voted upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent auditor. Having received the affirmative vote of the holders of more than a majority of the votes cast at the meeting, the proposal was approved. The vote was 259,417,382 shares voted for, 3,775,293 shares voted against, 411,432 shares abstained and 0 shares that were broker non-votes. The shares voted FOR the proposal represented 98.6% of the votes cast.

**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 : April 28, 2010

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