

PRAXAIR INC  
Form 3  
November 13, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Vrugink Robert                          |          | (Month/Day/Year)                     | PRAXAIR INC [PX]                                   |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 11/01/2006                           |  |  |
| C/O PRAXAIR, INC.,Â 39 OLD RIDGEBURY ROAD |          |                                      | (Check all applicable)                             |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |          |                                      | (give title below)                                 | (specify below)  |
|   |          |                                      | Senior Vice President                              |  |
|   |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |          |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| DANBURY,Â CTÂ 06810-5113                  |          |                                      |  |  |
| (City)                                    | (State)  | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 23.4558   | D  | Â   |
| Common Stock                    | 4,121.025   | I  | 401(k)  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                               | Date Exercisable          | Expiration Date  | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy)   | 02/24/2005 <sup>(1)</sup> | 02/24/2014       | Common Stock | 15,334                     | \$ 36.58            | D   | Â |
| Stock Option (right to buy)   | 02/22/2006 <sup>(2)</sup> | 02/22/2015       | Common Stock | 26,000                     | \$ 44.25            | D   | Â |
| Stock Option (right to buy)   | 02/28/2007 <sup>(3)</sup> | 02/28/2016       | Common Stock | 33,000                     | \$ 53.98            | D   | Â |
| Deferred Stock <sup>(4)</sup> | Â <sup>(4)</sup>          | Â <sup>(4)</sup> | Common Stock | 37.384                     | \$ <sup>(5)</sup>   | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Vruggink Robert<br>C/O PRAXAIR, INC.<br>39 OLD RIDGEBURY ROAD<br>DANBURY, CT 06810-5113 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Anthony M. Pepper,  
Attorney-in-Fact  
11/13/2006  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This stock option vests in three consecutive equal annual installments beginning on 2/24/05.
- (2) This stock option vests in three consecutive equal annual installments beginning on 2/22/06.
- (3) This stock option vests in three consecutive equal annual installments beginning on 2/28/07.
- (4) Deferred stock units acquired under the 1993 Praxair, Inc. Compensation Deferral Program as amended and are to be settled in Praxair Common Stock.
- (5) Conversion to Praxair Common Stock is on a 1-for-1 basis.

Â

### Remarks:

Exhibit List: Â Â Exhibit 24. Â Â Power of Attorney dated November 7, 2006.

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.