PRAXAIR INC Form 4 January 25, 2005

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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).

1. Name and Address of Reporting Person * LEBOEUF RAYMOND W

2. Issuer Name and Ticker or Trading Symbol

PRAXAIR INC [PX]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

PPG INDUSTRIES, INC., ONE PPG 01/24/2005 **PLACE**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

4. Securities

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

PITTSBURGH, PA 15272

1.Title of

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

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

Issuer

below)

X_ Director

Officer (give title

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Beneficially Owned Following Reported

5. Amount of

Securities

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of			(Inst	
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock (1)	\$ 0 (2)	01/24/2005	A	36.523	<u>(3)</u>	(3)	Common Stock	36.523	\$ 4
Deferred Stock (1)	\$ 0 (2)	01/25/2005	A	72.798	<u>(3)</u>	(3)	Common Stock	72.798	\$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and the same	Director	10% Owner	Officer	Other		
LEBOEUF RAYMOND W PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272	X					

Signatures

Mark S. Lyon, Attorney-in-Fact 01/25/2005

**Signature of Reporting Person D

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).
- Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan and are to be settled in Praxair Common Stock upon the reporting person's retirement or termination of service.
- (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.
- (3) See Note (1) above.

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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