

VON KRANNICHFELDT THOMAS W  
 Form 4/A  
 January 17, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
 Romeo and Dye's  
 Section 16 Filer  
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1. Name and Address of Reporting Person* <b>von Krannichfeldt Thomas</b> (Last) (First) (Middle) <b>39 Old Ridgebury Road</b>  (Street) <b>Danbury, CT 06810-5113</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Praxair, Inc. (PX)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>									
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>01/17/03</b>			7. 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										
			5. If Amendment, Date of Original (Month/Day/Year) <b>01/07/03</b>													
1. Title of Security (Instr. 3)			2. Trans-action Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock											15,506.811		D			

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans-action Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Trans-action Code (Instr. 8)	5. Number of Derivative Securities (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owner-ship Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Year)	Disposed of (D) (Instr. 3, 4 & 5)				Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)						
<b>Phantom Stock Units</b>	<b>1 for 1</b>	<b>01/03/03</b>								<b>9,803.251<sup>(1)</sup></b>	<b>D</b>	

Explanation of Responses:

(1) On January 3, 2003, the reporting person mistakenly filed a Form 4 reporting a conversion of phantom stock units deferred under the Praxair, Inc. Compensation Deferral Program, as amended, to Praxair common stock. No conversion took place, and, as of that date, the reporting person owned 9,803.251 phantom stock units under the Program.

By: /s/ **Mark S. Lyon**  
**Attorney-in-fact**  
 \*\*Signature of Reporting Person

**January 17, 2003**  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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