

SAWYER JAMES S
Form 4
November 04, 2004

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
SAWYER JAMES S

(Last) (First) (Middle)
39 OLD RIDGEBURY ROAD
(Street)

DANBURY, CT 06810-5113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/03/2004		M	70,000 A \$ 22.01	88,967.743	D	
Common Stock	11/03/2004		S	1,300 D \$ 42.4	87,667.743	D	
Common Stock	11/03/2004		S	200 D \$ 42.41	87,467.743	D	
Common Stock	11/03/2004		S	800 D \$ 42.42	86,667.743	D	
Common Stock	11/03/2004		S	100 D \$ 42.45	86,567.743	D	

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Common Stock	11/03/2004	S	1,400	D	\$ 42.46	85,167.743	D
Common Stock	11/03/2004	S	100	D	\$ 42.47	85,067.743	D
Common Stock	11/03/2004	S	9,300	D	\$ 42.48	75,767.743	D
Common Stock	11/03/2004	S	7,800	D	\$ 42.49	67,967.743	D
Common Stock	11/03/2004	S	14,400	D	\$ 42.5	53,567.743	D
Common Stock	11/03/2004	S	1,400	D	\$ 42.51	52,167.743	D
Common Stock	11/03/2004	S	5,200	D	\$ 42.52	46,967.743	D
Common Stock	11/03/2004	S	2,600	D	\$ 42.53	44,367.743	D
Common Stock	11/03/2004	S	2,000	D	\$ 42.54	42,367.743	D
Common Stock	11/03/2004	S	2,400	D	\$ 42.55	39,967.743	D
Common Stock	11/03/2004	S	7,200	D	\$ 42.56	32,767.743	D
Common Stock	11/03/2004	S	2,800	D	\$ 42.57	29,967.743	D
Common Stock	11/03/2004	S	900	D	\$ 42.58	29,067.743	D
Common Stock	11/03/2004	S	200	D	\$ 42.59	28,867.743	D
Common Stock	11/03/2004	S	600	D	\$ 42.6	28,267.743	D
Common Stock	11/03/2004	S	900	D	\$ 42.63	27,367.743	D
Common Stock	11/03/2004	S	1,500	D	\$ 42.65	25,867.743	D
Common Stock	11/03/2004	S	600	D	\$ 42.66	25,267.743	D
Common Stock	11/03/2004	S	1,500	D	\$ 42.68	23,767.743	D
Common Stock	11/03/2004	S	700	D	\$ 42.69	23,067.743	D
	11/03/2004	S	3,100	D	\$ 42.7	19,967.743	D

Signatures

Mark S. Lyon,
Attorney-in-Fact

11/04/2004

__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).

Remarks:

This is the first of two Form 4's filed by the reporting person on the same date.

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.