

GARGALLI CLAIRE W
 Form 4
 November 01, 2004

FORM 4

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

OMB APPROVAL

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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 *
GARGALLI CLAIRE W

 (Last) (First) (Middle)
325 FARMINGTON DRIVE

 (Street)
CHARLOTTESVILLE, VA 22901

 (City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
11/01/2004

 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)

 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2004		M		5,000 A \$ 10.9375	8,449.8982	D
Common Stock	11/01/2004		S		100 D \$ 41.86	8,349.8982	D
Common Stock	11/01/2004		S		3,800 D \$ 41.87	4,549.8982	D
Common Stock	11/01/2004		S		1,100 D \$ 41.88	3,449.8982	D
Common Stock	11/01/2004		M		5,000 A \$ 20.4375	8,449.8982	D
	11/01/2004		S		1,000 D \$ 41.88	7,449.8982	D

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Common
Stock

Common Stock 11/01/2004 S 3,500 D \$ 41.9 3,949.8982 D

Common Stock 11/01/2004 S 500 D \$ 41.91 3,449.8982 D

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

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.

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 10.9375	11/01/2004		M	5,000	02/21/1997 02/21/2005	Common Stock	5,000
Stock Options (Right to Buy)	\$ 20.4375	11/01/2004		M	5,000	04/01/1998 04/01/2006	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARGALLI CLAIRE W
325 FARMINGTON DRIVE
CHARLOTTESVILLE, VA 22901

X

Signatures

Mark S. Lyon,
Attorney-in-Fact

11/01/2004

__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).

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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