

PRAXAIR INC  
Form 8-K  
October 26, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) October 23, 2007**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other jurisdiction of incorporation)

1-11037

(Commission File Number)

06-124-9050

(IRS Employer Identification No.)

39 OLD RIDGEBURY ROAD, DANBURY, CT

(Address of principal executive offices)

(203)837-2000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On October 23, 2007, the Board of Directors of Praxair, Inc. ( Praxair ) elected Edward G. Galante a director of Praxair and a member of the Board s Compensation and Management Development Committee and the Governance and Nominating Committee, in each case effective December 1, 2007. Mr. Galante will be entitled to participate in the non-management director compensation arrangements described under the caption Director Compensation-*director compensation program* in Praxair s 2007 proxy statement dated March 15, 2007, including a pro-rata 2007 equity grant to be made in accordance with Section 5.6 of the 2005 Equity Compensation Plan for Non-Employee Directors of Praxair (filed as Exhibit 10.04 to Praxair s Form 8-K dated April 29, 2005).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PRAXAIR, INC.**

Registrant

Date: October 26, 2007

By: /s/ James T. Breedlove  
James T. Breedlove  
Senior Vice President, General Counsel  
and Secretary