

PRAXAIR INC
Form DEF 14A
March 16, 2011

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

**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for
Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2))

Definitive Proxy
Statement

Definitive
Additional Materials

Soliciting Material
Pursuant to
Section 240.14a-12.

PRAXAIR, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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39 Old Ridgebury Road
Danbury, Connecticut 06810-5113

***NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 26, 2011***

Dear Praxair Shareholder:

The Annual Meeting of Shareholders of Praxair, Inc. will be held at 9:30 a.m. on Tuesday, April 26, 2011 in the Grand Ballroom of the Danbury Plaza Hotel, 18 Old Ridgebury Road, Danbury, Connecticut, for the following purposes:

1. To elect ten directors to the Board of Directors.
2. To provide an advisory vote on Named Executive Officer Compensation.
3. To provide an advisory vote on the frequency of holding future advisory votes on Named Executive Officer Compensation.
4. To approve Performance Goals under Praxair's Section 162(m) Plan.
5. To approve amendments to the 2009 Praxair, Inc. Long Term Incentive Plan to add non-employee directors as eligible participants.
6. To ratify the appointment of the independent auditor.
7. To conduct such other business as may properly come before the meeting.

Only holders of Common Stock of Praxair, Inc. of record at the close of business on March 7, 2011 will be entitled to notice of, and to vote at, the meeting or any adjournment or postponement thereof.

It is important that your shares be represented and voted at the meeting. You may vote your shares by means of a proxy form as described in the accompanying Proxy Statement. The giving of such proxy does not affect your right to vote in person if you attend the meeting.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE PROMPTLY SUBMIT YOUR PROXY OR VOTING INSTRUCTION. Most shareholders have a choice of voting over the Internet, by telephone or by using a traditional proxy card. Please refer to the enclosed proxy materials or the information forwarded by your bank, broker or other holder of record to see which voting methods are available to you. We urge you to complete and submit your proxy electronically or by telephone (if those options are available to you) as a means of reducing Praxair's expenses related to the meeting.

Please be aware that if you own shares in a brokerage account, you must instruct your broker on how to vote your shares. Without your instructions, New York Stock Exchange rules do not allow your broker to vote your shares on any of the proposals except the ratification of the appointment of the independent auditor. Please exercise your right as a shareholder to vote on all proposals, including the election of directors, by instructing your broker by proxy.

BY ORDER OF THE BOARD OF DIRECTORS

JAMES T. BREEDLOVE,
*Senior Vice President, General Counsel &
Secretary*

March 16, 2011

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39 Old Ridgebury Road
Danbury, Connecticut 06810-5113

PROXY STATEMENT

Annual Meeting of Shareholders

Tuesday, April 26, 2011

This Proxy Statement is furnished to shareholders of Praxair, Inc. (Praxair or the Company) in connection with the solicitation of proxies for the Annual Meeting of Shareholders to be held at the Danbury Plaza Hotel, 18 Old Ridgebury Road, Danbury, Connecticut on April 26, 2011, at 9:30 a.m. or any adjournment or postponement thereof (the Annual Meeting). This Proxy Statement and a form of proxy are first being sent to shareholders on or about March 16, 2011. Proxies are being solicited on behalf of the Board of Directors of Praxair.

Matters to be Considered at the Annual Meeting

Item 1: Election of Directors

Ten directors will be elected to serve until the 2012 annual meeting of shareholders, and until their successors are elected and qualify. Ten incumbent directors have been nominated for re-election for a one-year term. **The Board recommends that Stephen F. Angel, Oscar Bernardes, Nance K. Dicciani, Edward G. Galante, Claire W. Gargalli, Ira D. Hall, Raymond W. LeBoeuf, Larry D. McVay, Wayne T. Smith, and Robert L. Wood, each be elected** to serve for a one-year term, until the 2012 annual meeting of shareholders, and until their successors are elected and qualify. Each nominee has agreed to be named in this Proxy Statement and to serve if elected. Qualifications and biographical data for each of these nominees is presented beginning on page 26 of this Proxy Statement under the caption The Board of Directors. If one or more of the nominees becomes unavailable for election or service as a director, the proxy holders will vote your shares for one or more substitutes designated by the Board of Directors, or the size of the Board of Directors will be reduced.

To be elected, a nominee must receive a majority of the votes cast at the Annual Meeting in person or by proxy by the shareholders entitled to vote (meaning the number of shares voted for a nominee must exceed the number of shares voted against such nominee). See the vote counting rules on page 8 of this Proxy Statement.

Item 2: Advisory Vote on Named Executive Officer Compensation

This item is a non-binding, advisory shareholder vote on the compensation of Praxair's Chief Executive Officer (CEO), Chief Financial Officer (CFO) and the three other executive officers who had the highest total compensation for 2010, as set forth in the Summary Compensation Table on page 51 of this Proxy Statement (these five executive officers are collectively referred to as the Named Executive Officers or the NEOs). This advisory vote proposal, commonly known as say-on-pay, gives the Company's shareholders an opportunity to express their views on the overall compensation of the NEOs and the Company's related compensation philosophy, policies and practices. This proposal is not

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intended to address any specific NEO compensation item or issue. Accordingly, you are asked to vote upon the following proposal that will be presented at the 2011 Annual Meeting:

RESOLVED, that the shareholders of Praxair, Inc. (the Company) approve, on an advisory and non-binding basis, the compensation of the Company's Named Executive Officers, as disclosed in the Company's proxy statement for the 2011 Annual Meeting of Shareholders, including the compensation tables, the Compensation Discussion and Analysis and any related narrative disclosures.

The Board of Directors and its Compensation & Management Development Committee (the Compensation Committee) value shareholders' opinions on this matter and, if there is any significant vote against this proposal, will seek to understand why such a vote was cast, and will consider shareholders' concerns in evaluating whether any actions are necessary or appropriate to address those concerns.

The Board recommends that you approve this proposal because the Board believes that the Company's executive compensation program is designed to attract and retain high-performing results-oriented executives at competitive market rates, and appropriately links executive compensation to the Company's performance. The Board further believes that the executive compensation program was instrumental in driving the Company's strong business results over the past few years including, for example, increases of 13% in revenue and 18% in adjusted net income in 2010 and the related strong total shareholder return (adjusted net income is a non-GAAP financial measure that is reconciled to GAAP Net Income in Item 7 of the Company's 2010 Form 10-K and Annual Report).

You are urged to read the Compensation Discussion and Analysis (CD&A) section beginning on page 34 of this Proxy Statement, which discusses how the Company's compensation policies and practices effectively implement its compensation philosophy. Praxair's executive compensation program is designed to: (a) align executive compensation with Praxair's goals for short-term business performance and longer-term shareholder value creation and (b) provide the compensation and incentives needed to attract, motivate and retain high-performing, results-driven executives. Consistent with this philosophy, at least 72% of the total direct compensation opportunity for each of our executives is directly related to Praxair's business performance and to its stock price performance.

The Company's executive compensation program includes, among others, the following key policies and practices that are described in more detail in the CD&A on pages 34 to 50 of this Proxy Statement and in the compensation tables and their related disclosures:

Annual performance-based variable compensation is (a) determined predominantly by Company performance against pre-established objective financial goals, and (b) influenced (+/-35 percentage points) by performance against pre-established non-financial goals in key areas including safety and environmental compliance, among others.

Equity incentives include (a) 50% value in the form of performance share units with payout dependent upon Praxair's earnings per share growth over three years and (b) 50% value in the form of stock options whose value depends on growth in the Company's stock price.

Perquisites and personal benefits for NEOs are limited.

Double trigger severance agreements entered into on and after January 1, 2010 limit lump sum payouts to 2 times salary plus targeted variable compensation and provide no reimbursement for excise taxes on excess parachute payments.

Substantial stock ownership requirements for officers.

Clawback (recapture) policy adopted in 2008.

No payments of tax gross ups to executives for income imputed on any perquisites and personal benefits not available to employees generally.

Policy against hedging transactions related to Company stock held by officers.

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The Board recommends that you vote FOR the approval, on an advisory and non-binding basis, of the compensation paid to the Company's Named Executive Officers, as disclosed in this Proxy Statement.

In order for this proposal to be approved on an advisory and non-binding basis, a majority of the shares present in person or by proxy and entitled to vote on this matter must be voted FOR approval. See the vote counting rules on page 8 of this Proxy Statement.

Item 3: Advisory Vote on the Frequency of Holding Future Advisory Votes on Named Executive Officer Compensation

This item is a non-binding advisory shareholder vote on how frequently the Company should seek future advisory votes on NEO compensation, such as the vote described in Item 2 of this Proxy Statement. You have the following three choices as to the frequency of such future advisory votes (in addition to being able to abstain from voting): once every one, two or three years. Accordingly, you are asked to vote upon the following proposal that will be presented at the 2011 Annual Meeting:

RESOLVED, that the shareholders of Praxair, Inc. (the Company) determine, on an advisory and non-binding basis, that an advisory shareholder vote on the compensation of the Company's Named Executive Officers set forth in the Company's proxy statement should be held:

- Choice 1 every year (annual);
- Choice 2 every two years (biennial);
- Choice 3 every three years (triennial);
- Choice 4 abstain from voting.

The Board recommends that future advisory shareholder votes on NEO compensation be held once every year so as to provide timely and frequent feedback to the Board on its NEO compensation program.

The Board of Directors and the Compensation Committee value shareholders' opinions on this matter and will consider the outcome of the vote in determining on how frequently the Company should seek future advisory votes on NEO compensation. In particular, the Board of Directors and the Board's Compensation Committee will consider which, if any, of the three choices receives a majority vote, or if none receives a majority vote, then which of the three choices received the most votes.

The Board recommends that you vote FOR Annual shareholder advisory votes on NEO compensation. Please note that on this Item 3 you are NOT voting on the Board's frequency recommendation above; rather, shareholders must choose among the three frequency alternatives or abstain from voting as specified on the proxy card and described above.

In order for any of the three frequency choices to be approved on an advisory and non-binding basis, a majority of the shares present in person or by proxy and entitled to vote on this matter must be voted FOR such choice. See the vote counting rules on page 8 of this Proxy Statement.

Item 4: Proposal to Approve Performance Goals Under Praxair's Section 162(m) Plan

The Praxair, Inc. Plan for Determining Performance-Based Awards Under Section 162(m) (162(m) Plan) establishes a process for qualifying certain compensation awards made to senior officers as performance-based under Internal Revenue Service (IRS) regulations issued pursuant to Internal Revenue Code Section 162(m). Such

performance-based compensation is fully deductible by the Company for tax purposes because it is exempt from the \$1 million deduction limitation that otherwise applies under Section 162(m).

Applicable regulations require that the material terms of the performance goals under which compensation may be paid, as set forth in the 162(m) Plan, be submitted for shareholder approval every five

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years. Since shareholders last approved such performance goals at the 2006 Annual Meeting, the material terms are being submitted for approval at this 2011 Annual Meeting. In connection with submitting the 162(m) Plan performance goals for shareholder approval, the Compensation Committee approved certain amendments to the 162(m) Plan, including the performance goals. The 162(m) Plan, as amended, will be effective as of January 1, 2011 so long as the material terms of its performance goals are approved by the Company's shareholders. If the material terms of the performance goals under the amended 162(m) Plan are not approved, some of the compensation paid to the Company's senior executives may not be deductible, resulting in an additional cost to the Company.

The 162(m) Plan does not itself authorize any compensation payments or the issuance of any shares of common stock for any award. Actual awards are made pursuant to other plans such as the Company's long term incentive plan or the variable compensation plan. However, to ensure their deductibility under the IRS rules, the amount of certain awards under those plans may be determined using the process set forth in the 162(m) Plan. Long term incentive awards made under the 2009 Praxair, Inc. Long Term Incentive Plan that are intended to satisfy the Section 162(m) performance-based compensation exception are subject to the terms and conditions of the 2009 Plan itself, which were previously approved by the Company's shareholders, and not those of the 162(m) Plan.

A more detailed description of the 162(m) Plan and its full text, including the material terms of the proposed performance goals, are set forth in Appendix 3 Proposed Performance Goals Under the Praxair, Inc. Plan For Determining Performance-Based Awards Under Section 162(m). The performance goals are listed in Section 8 of the 162(m) Plan beginning on page 3-5.

The Board recommends that you vote FOR this item, the proposal to approve Performance Goals under Praxair's 162(m) Plan. In order for this proposal to be approved by the shareholders, a majority of the shares present in person or by proxy and entitled to vote on this matter must be voted FOR approval. See the vote counting rules on page 8 of this Proxy Statement.

Item 5: Proposal to Approve Amendments to the 2009 Praxair, Inc. Long Term Incentive Plan to Add Non-Employee Directors as Eligible Participants

The Board, acting upon the recommendation of its independent Governance & Nominating Committee, approved amendments to the 2009 Praxair, Inc. Long Term Incentive Plan (the 2009 Plan) and directed that they be submitted for shareholder consideration and approval at the 2011 Annual Meeting. The 2009 Plan was first approved by shareholders at the 2009 Annual Meeting.

The sole purpose of the proposed amendments to the 2009 Plan is to add non-employee directors of the Company (Directors) as eligible participants under the 2009 Plan for the purpose of granting equity-based compensation to Directors. The proposed amendments do not add any shares beyond those originally authorized by shareholders in 2009 and do not otherwise amend the 2009 Plan or affect long term incentive grants to employees, including executive officers. If the amendments are approved, the 2009 Plan will be the only plan pursuant to which Directors may receive equity-based compensation such as restricted stock units. Under the proposed amendments, Directors would not be eligible to receive performance awards.

A summary description of the proposed amendments to the 2009 Plan, and the complete text of the 2009 Plan, as proposed to be amended, is presented in Appendix 4 of this Proxy Statement. Information regarding awards outstanding under the 2009 Plan and other plans is included in the Equity Compensation Plans Table on page 4-7 in Appendix 4 of this Proxy Statement.

The Board recommends that you vote FOR this Item 5, the proposal to approve amendments to the 2009 Praxair, Inc. Long Term Incentive Plan to add non-employee directors as eligible participants.

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In order for this proposal to be approved by the shareholders, a majority of the shares present in person or by proxy and entitled to vote on this matter must be voted FOR approval, and the total votes cast on this proposal must represent over 50% in interest of all securities entitled to vote on this matter. See the vote counting rules on page 8 of this Proxy Statement.

Item 6: Proposal to Ratify the Appointment of the Independent Auditor

Under New York Stock Exchange (NYSE) and Securities and Exchange Commission (SEC) rules, selection of the Company s independent auditor is the direct responsibility of the Audit Committee. The Board has determined, however, to seek shareholder ratification of that selection as a good practice in order to provide shareholders an avenue to express their views on this important matter. If shareholders fail to ratify the selection, the Audit Committee may reconsider the appointment. Even if the current selection is ratified by shareholders, the Audit Committee reserves the right to appoint a different independent auditor at any time during the year if the Audit Committee determines that such change would be in the best interests of the Company and its shareholders.

Information concerning the independent auditor may be found beginning on page 21 of this Proxy Statement under the caption The Independent Auditor.

The Board recommends that you vote FOR this Item 6, the proposal to ratify the Audit Committee s selection of the independent auditor.

In order for this proposal to be approved by the shareholders, a majority of the shares present in person or by proxy and entitled to vote on this matter must be voted FOR approval. See the vote counting rules on page 8 of this Proxy Statement.

Item 7: Other Business

Praxair knows of no other business that will be considered for action at the Annual Meeting. If any other business calling for a vote of shareholders is properly presented at the meeting, the proxy holders will have the discretion to vote your shares in accordance with their best judgment.

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**Availability of Annual Report and
Proxy Statement On-Line**

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on April 26, 2011:

This Proxy Statement and the 2010 Form 10-K and Annual Report are now available for viewing and downloading on the Internet at:

2010 Form 10-K and Annual Report: www.praxair.com/annualreport.

2011 Notice of Meeting and Proxy Statement: www.praxair.com/proxy.

As allowed by SEC and NYSE rules, Praxair is sending to most shareholders by mail a notice informing them that they can access and download this 2011 Proxy Statement and the 2010 Form 10-K and Annual Report on the Internet at the websites noted above, rather than sending printed copies. If you have received printed copies in the mail, rather than the notice of Internet availability, it is likely that this occurred because either: (1) you have specifically requested printed copies this year or previously, or (2) Praxair has voluntarily sent you printed copies.

If you are receiving printed copies you can save Praxair future postage and printing expense by consenting to receive future annual reports, meeting notices, and proxy statements on-line on the Internet. Most shareholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail. This will help with Praxair's overall sustainability efforts by reducing paper usage. You will be given the opportunity to consent to future Internet delivery when you vote your proxy. For some shareholders, this option is only available if they vote by Internet. If you are not given an opportunity to consent to Internet delivery when you vote your proxy, contact the bank, broker or other holder of record through which you hold your shares and inquire about the availability of such an option for you.

If you consent, your account will be so noted and, when Praxair's 2011 Form 10-K and Annual Report, meeting notice, and the proxy statement for the 2012 annual meeting of shareholders become available, you will be notified on how to access them on the Internet. Any prior consent you have given will remain in effect until specifically revoked by you in the manner specified by the bank or broker that manages your account. If you do elect to receive your Praxair materials via the Internet, you can still request paper copies by contacting the bank or broker that manages your account or, if you are a shareholder of record, you may contact the Company through its stock transfer agent, Registrar and Transfer Company, 10 Commerce Drive, Cranford, NJ 07106. Registrar and Transfer Company can also be reached by telephone at (800) 368-5948 or via e-mail at info@rtco.com.

Shareholders Sharing An Address

If you share an address with another shareholder, you may receive only one notice of Internet availability, or one set of printed proxy materials (including this Proxy Statement and the 2010 Form 10-K and Annual Report to shareholders) unless you have provided contrary instructions. If you wish to receive a separate notice of Internet availability or set of proxy materials now or in the future, you may contact the bank or broker that manages your account or, if you are a shareholder of record, you may contact us at the address cited above. Similarly, if you share an address with another shareholder and have received multiple copies of the notice of Internet availability or proxy materials, you may contact the bank or broker that manages your account or, if you are a shareholder of record, you may contact us at the above address to request delivery of only a single copy of these materials to your household.

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Proxy and Voting Procedures

Who are the Shareholders Entitled to Vote at this Meeting?

Common Stock shareholders of record at the close of business on March 7, 2011 will be entitled to vote at the Annual Meeting. As of that date, a total of 303,600,952 shares of Praxair's Common Stock were outstanding and entitled to vote. Each share of Common Stock is entitled to one vote.

How do I Submit My Vote by Means of a Proxy?

Your vote is important. Because many shareholders cannot attend the Annual Meeting in person, it is necessary that a large number be represented by proxy. Most shareholders have a choice of voting over the Internet, by using a toll-free telephone number or by completing a proxy card or voting instruction card, as described below.

1. **Vote on the Internet.** If you have Internet access, you may access the Proxy Statement and 2010 Form 10-K and Annual Report and submit your proxy or voting instructions by following the instructions provided in the notice of Internet availability, or if you received printed proxy materials, by following the instructions provided with your proxy materials and on your proxy card or voting instruction card. If you vote on the Internet, you can also request electronic delivery of future proxy materials.
2. **Vote by telephone.** You can also vote by telephone by following the instructions provided on the Internet voting site, or if you received printed proxy materials, by following the instructions provided with your proxy materials and on your proxy card or voting instruction card. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.
3. **Vote by Mail.** If you received printed proxy materials by mail, you may choose to vote by mail by marking your proxy card or voting instruction card, dating and signing it, and returning it in the postage-paid envelope provided.

How are the Proxies Voted?

All shares entitled to vote and represented by a properly completed proxy (either by Internet, telephone or mail) will be voted at the Annual Meeting as indicated on the proxy unless earlier revoked by you. If no instructions are indicated for a matter on an otherwise properly completed proxy from a shareholder of record, the shares represented by that proxy will be voted on that matter as recommended by the Board of Directors. See also the vote counting rules on page 8 of this Proxy Statement. Execution of the proxy also confers discretionary authority on the proxy holders to vote your shares on other matters that may properly come before the Annual Meeting.

How Can I Revoke my Proxy?

You may revoke your proxy at any time before it is voted by filing with Praxair's Corporate Secretary a written revocation, by timely delivery of a properly completed, later-dated proxy (including by Internet or telephone), or by voting in person at the Annual Meeting.

May I Still Vote at the Annual Meeting Even if I Have Submitted a Proxy?

The method by which you vote will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record, to be able to vote at the Annual

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Meeting. See *Attending the Annual Meeting* below for attendance requirements and directions to the Annual Meeting.

What is the Necessary Quorum to Transact Business at the Annual Meeting?

The presence, in person or by proxy, of the holders of a majority of the shares entitled to vote shall constitute a quorum. The shares represented by withhold votes, abstentions and broker non-votes on filed proxies and ballots will be considered present for quorum purposes (for an explanation of broker non-votes, see the vote counting rules below).

How are the Votes Counted for Each Item of Business?

If you are a shareholder of record and submit a proxy (whether by Internet, telephone or mail) without specifying a choice on any given matter to be considered at this Annual Meeting, the proxy holders will vote your shares according to the Board's recommendation on that matter.

If you hold your shares in a brokerage account, then, under NYSE rules and Delaware corporation law:

1. With respect to Item #1 (Election of Directors), your broker is not entitled to vote your shares on this matter if no instructions are received from you. If your broker does not vote (a broker non-vote), this is not considered a vote cast and, therefore, will have no effect on the election of directors. Abstentions may not be specified as to the election of directors.
2. With respect to Item #2 (Advisory Vote on Named Executive Officer Compensation), Item #3 (Advisory Vote on the Frequency of Holding Future Advisory Votes on Named Executive Officer Compensation), Item #4 (Approval of Performance Goals under Praxair's Section 162(m) Plan), and Item #5 (Approval of Amendments to the 2009 Praxair, Inc. Long Term Incentive Plan to add Directors as eligible Participants), your broker is not entitled to vote your shares on these items if no instructions are received from you. Broker non-votes are not considered votes cast and, therefore, will have no effect on the vote on these items. However, a vote to Abstain will have the effect of a vote Against these items.
3. With respect to Item #6 (Ratification of the Appointment of the Independent Auditor), your broker is entitled to vote your shares on this matter if no instructions are received from you. If your broker nonetheless chooses not to vote your shares, this broker non-vote is not considered a vote cast and, therefore, will have no effect on the ratification of the Appointment of the Independent Auditor. However, a vote to Abstain will have the effect of a vote Against this item.

If you hold your shares in the employees' savings plan of Praxair, Inc., Praxair Distribution, Inc., Praxair Healthcare Services, Inc., Praxair Puerto Rico LLC, or the Dow Chemical Company, and if the plan trustee receives no voting instructions from you, then, under the applicable plan trust agreement, the plan trustee must vote your shares in the same proportion on each matter as it votes the shares for which it has received instructions.

Attending the Annual Meeting

Admission Requirements

You may attend the Annual Meeting whether or not you want to vote your shares at the Annual Meeting or by proxy. However, only shareholders and the invited guests of Praxair will be granted admission to the Annual Meeting. To assure admittance:

- If you hold shares of Praxair, Inc. common stock through a broker, bank or other nominee, please bring a copy of your broker, bank or nominee statement evidencing your ownership of Praxair common stock as of the March 7, 2011 record date;

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- Please bring a photo ID, if you hold shares of record as of March 7, 2011, including shares in certificate or book form or in the Praxair, Inc. Dividend Reinvestment and Stock Purchase Plan;
- Please bring your Praxair ID if you are an employee shareholder.

Directions

From Points West of Danbury, CT: Take I-84 East to Exit 2 (Mill Plain Road) in Danbury. After exit, stay left and go to the bottom of the ramp and turn left. Go to the second light and turn right (Mill Plain Road). Go to the next light and turn right (Old Ridgebury Road). Go up the hill and the Danbury Plaza Hotel is on your left.

From Points East of Danbury, CT: Take I-84 West to Exit 2A (Old Ridgebury Road) in Danbury. The exit ramp circles around and up over the highway. The Danbury Plaza Hotel is on your left.

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The only holders known by Praxair to be beneficial owners of more than five percent of Praxair's Common Stock are the following:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Shares Outstanding(a)
BlackRock, Inc., 40 East 52nd Street New York, NY 10022	18,025,617(b)	5.90%
T. Rowe Price Associates, Inc., 100 E. Pratt Street, Baltimore, MD 21202	23,994,242(b)	7.90%

(a) Based on 303,600,952 total shares outstanding on March 7, 2011 excluding shares held for the account of Praxair.

(b) Holdings as of December 31, 2010 as reported in SEC Schedules 13G by BlackRock, Inc. and T. Rowe Price Associates, Inc. According to its Schedule 13G, BlackRock and certain of its subsidiaries had sole voting power and sole investment power as to all of the reported shares. According to its Schedule 13G, T. Rowe Price had sole voting power as to 7,557,494 shares, and sole dispositive power as to all of the reported shares. The shares are owned by others which T. Rowe Price serves as an investment adviser with the power to direct investments and/or sole power to vote the shares, but T. Rowe Price disclaims beneficial ownership of the shares.

Directors and Executive Officers

The table below sets forth the beneficial ownership of Praxair's Common Stock as of March 7, 2011 by each director and certain executive officers. No director or executive officer of Praxair beneficially owned more than 1% of Praxair's common stock, and directors and executive officers of Praxair as a group (20 persons) beneficially owned approximately 1.1% of the outstanding shares as of that date.

Name	Position	SHARES BENEFICIALLY OWNED AND OTHER EQUITY INTERESTS			
		Common Stock(1)	Stock Units(2)	Total	Stock Options(3)
Stephen F. Angel	Chairman, President & Chief Executive Officer	90,936	64,600	155,536	1,313,086
Ricardo S. Malfitano		36,569	12,446	49,015	561,639

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	Executive Vice President				
James S. Sawyer	Executive Vice President & Chief Financial Officer	63,222	6,131	69,353	82,420
James J. Fuchs	Executive Vice President	13,730	2,335	16,065	224,779
Scott E. Telesz(4)	Senior Vice President	0	15,064	15,064	0
Oscar Bernardes(4)	Director	1,208	1,220	2,428	0
Nance K. Dicciani	Director	2,316	4,602	6,918	4,612
Edward G. Galante	Director	3,000	6,139	9,139	7,491
Claire W. Gargalli	Director	3,480	12,196	15,676	36,396
Ira D. Hall	Director	1,500	6,769	8,269	26,396
Raymond W. LeBoeuf	Director	2,000	42,836	44,836	31,396
Larry D. McVay	Director	1,937	2,622	4,559	6,951
Wayne T. Smith	Director	10,000	23,431	33,431	26,396
Robert L. Wood	Director	2,700	3,012	5,712	26,396
Total		232,598	203,403	436,001	2,347,958
Directors and Executive Officers as a group	(20 persons)	300,833	208,825	509,658	2,887,854

(1) Reported shares include 24,432 unvested restricted shares for which Mr. Angel has sole voting power and that will vest on April 23, 2011.

(2) Includes Deferred Stock Units and/or Restricted Stock Units held. Deferred Stock Units are stock price-based units into which deferred compensation has been invested pursuant to the deferred compensation plans for management and for non-employee directors. Restricted Stock Units are stock price-based units granted as long term incentive awards to management and as equity compensation to non-employee directors. Holders have no voting rights with respect to either Deferred Stock Units or Restricted Stock Units. The value of Deferred Stock Units and Restricted Stock Units varies with the price of Praxair's common stock and, at the end of the deferral period or the restriction period, the units are payable in Praxair common stock on a one-for-one basis.

(3) Stock Options represent shares that may be acquired upon exercise of options exercisable within 60 days of March 7, 2011.

(4) Mr. Telesz joined the Company in April, 2010. Mr. Bernardes joined the Board in July, 2010.