

PRAXAIR INC  
Form 8-K  
November 13, 2007

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**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): November 7, 2007**

**PRAXAIR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-11037**  
(Commission file number)

**06-1249050**  
(I.R.S. Employer  
Identification No.)

**39 Old Ridgebury Road  
Danbury, CT 06810-5113**  
(Address of principal executive offices)

**(203) 837-2000**  
(Registrant's telephone number, including area code)

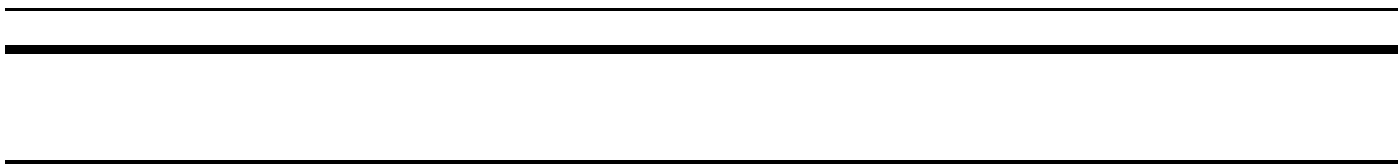
**Not Applicable**  
(Former name or former address, if changed since last report)

**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)

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- 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))



**Item 1.01. Entry into a Material Definitive Agreement.**

On November 13, 2007, Praxair, Inc. (the “Company”) issued \$400,000,000 million aggregate principal amount of 5.25% notes due 2014 (the “Notes”). The Notes were sold in a registered offering under the Securities Act of 1933, pursuant to the Company’s shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (“SEC”) on December 14, 2006. The material terms of the Notes are described in the Company’s prospectus supplement dated November 7, 2007 filed with the SEC on November 8, 2007.

In connection with the issuance of the Notes, the Company entered into a Terms Agreement dated November 7, 2007 (the “Terms Agreement”) with Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as underwriters acting on their behalf and on behalf of the other underwriters (the “Underwriters”). Pursuant to and subject to the terms and conditions of the Terms Agreement, the Underwriters agreed to purchase the Notes from the Company for resale in the registered offering. The Terms Agreement is filed as Exhibit 1 to this Form 8-k.

In connection with the Notes offering, Cahill Gordon & Reindel LLP provided certain legal opinions to the Company that are filed as Exhibit 5 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are furnished herewith:

| <u>Exhibit No.</u> | <u>Description</u>                     |
|--------------------|----------------------------------------|
| 1                  | Terms Agreement dated November 7, 2007 |
| 5                  | Opinion of Cahill Gordon & Reindel LLP |
| 23                 | Consent of Cahill Gordon & Reindel LLP |

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**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.

Dated: November 13, 2007

PRAXAIR, INC.

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

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Exhibit Index

Exhibit Description  
No.

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|----|------------------------------------------------------------|
| 1  | Terms Agreement dated November 7, 2007                     |
| 5  | Opinion of Cahill Gordon & Reindel                         |
| 23 | Consent of Cahill Gordon & Reindel (included in Exhibit 5) |