

PRAXAIR INC  
Form FWP  
November 07, 2007

*Final Term Sheet  
Filed pursuant to Rule 433  
Dated November 7, 2007*

*Relating to  
Prospectus Supplement dated November 7, 2007 to  
Registration Statement No. 333-139328*

**\$400,000,000 5.250% Notes due 2014**

<b>Issuer:</b>	Praxair, Inc.
<b>Principal Amount:</b>	\$400,000,000
<b>CUSIP:</b>	74005PAQ7
<b>Title of Securities:</b>	5.250% Notes due 2014
<b>Trade Date:</b>	November 7, 2007
<b>Original Issue Date (Settlement Date):</b>	November 13, 2007
<b>Maturity Date:</b>	November 15, 2014
<b>Benchmark Treasury:</b>	4.250% due November 15, 2014
<b>Benchmark Treasury Price and Yield:</b>	100-23 1/4 / 4.130%
<b>Spread to Benchmark Treasury:</b>	116 basis points
<b>Yield to Maturity:</b>	5.290%
<b>Interest Rate:</b>	5.250% per annum
<b>Public Offering Price (Issue Price):</b>	99.768% of the Principal Amount thereof
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each May 15 and November 15, commencing May 15, 2008
<b>Redemption Provision:</b>	Make-whole call at the Adjusted Treasury Rate plus 15 basis points
<b>Joint Bookrunners:</b>	Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities Inc.
<b>Co-Managers:</b>	Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banco Santander, S.A., New York Branch

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**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) Banc of America Securities LLC at 1-800-294-1322, (ii) Citigroup Global Markets Inc. at 1-877-858-5407 or (iii) J.P. Morgan Securities Inc. at 1-212-834-4533. Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**