

PRAXAIR INC  
Form 8-K  
December 27, 2004

**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) December 27, 2004**

**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)

**06810-5113**

(Zip Code)

**(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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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(b) Retirement of a Director.**

Effective December 27, 2004, Dr. Benjamin F. Payton has retired from the Praxair, Inc. Board of Directors pursuant to that Board's policy mandating retirement upon attainment of age 72.

**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: December 27, 2004

By: /s/ Mark S. Lyon  
Mark S. Lyon  
Assistant Secretary