

PRAXAIR INC  
Form DEFA14A  
March 29, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

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 under Rule 14a-12

**PRAXAIR, INC.**

Name of the Registrant as Specified In Its Charter

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

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[Praxair, Inc. Letterhead]

March xx, 2007

[To]

Re: Praxair, Inc. Annual Meeting April 24, 2007

Dear [ ]

This is a request that you vote [recommend a vote] AGAINST a proposal submitted by Chris Rossi (acting through John Chevedden) calling for an annual shareholder vote on our shareholder-approved Stockholder Protection Rights Agreement ( Rights Plan ).

You may recall that in 2004, Praxair's Board, in a progressive move, **submitted that Rights Plan to a binding shareholder vote and that it passed with 77% of the votes cast in the affirmative**, [including the votes cast by your institution] [based, in part, on your favorable recommendation]. You may also recall that we worked hard with [your organization and other] organizations to build into the Rights Plan features that addressed shareholder concerns over the potential for abuse of such a plan while retaining its usefulness in providing the Board time and negotiating leverage to obtain the best result for shareholders in the event of a hostile takeover attempt.

As we argue in our proxy statement filed on March 15, 2007 (a copy of which is enclosed for your convenience), we believe an annual vote on the Rights Plan is unnecessary for many reasons including the facts that (1) by its terms, the Rights Plan will expire anyway on May 2, 2009 unless re-approved by the shareholders, (2) by published Board policy, the Board will not adopt or materially amend any rights plan without submitting such action to a shareholder vote (which policy the Board followed when it submitted the current Rights Plan to a shareholder vote), (3) the Rights Plan requires, and has received, an annual review by the company's independent directors to determine that it remains in the shareholders' best interests, and (4) nothing has changed to justify overturning the judgment of the shareholders who voted in favor of the Rights Plan.

We trust that the company's excellent financial and governance performance (including its constructive outreach to identify and address shareholder concerns with rights plans) justifies continued confidence in this Board's ability and willingness to act in the shareholders' best interests without the need for a costly shareholder vote do-over each year for a sunseting, limited term rights plan.

Thank you for your consideration. I hope that you will call me at [203-xxx-xxxx] with any questions or concerns you may have.

Very truly yours,