Investor Teleconference Presentation
Third Quarter 2009

October 28, 2009

Forward Looking Statements

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's reasonable expectations and assumptions as of the date the statements are made but involve risks and uncertainties. These risks and uncertainties include, without limitation: the performance of stock markets generally; developments in worldwide and national economies and other international events and circumstances; changes in foreign currencies and in interest rates; the cost and availability of electric power, natural gas and other raw materials; the ability to achieve price increases to offset cost increases; catastrophic events including natural disasters, epidemics and acts of war and terrorism; the ability to attract, hire, and retain qualified personnel; the impact of changes in financial accounting standards; the impact of tax, environmental, home healthcare and other legislation and government regulation in jurisdictions in which the company operates; the cost and outcomes of investigations, litigation and regulatory proceedings; continued timely development and market acceptance of new products and applications; the impact of competitive products and pricing; future financial and operating performance of major customers and industries served; and the effectiveness and speed of integrating new acquisitions into the business. These risks and uncertainties may cause actual future results or circumstances to differ materially from the projections or estimates contained in the forward-looking statements. The company assumes no obligation to update or provide revisions to any forward-looking statement in response to changing circumstances. The above listed risks and uncertainties are further described in Item 1A (Risk Factors) in the company's latest Annual Report on Form 10-K filed with the SEC which should be reviewed carefully. Please consider the company's forward-looking statements in light of those risks.

Brazil Amnesty Program and Other Charges

- Praxair is participating in a voluntary tax amnesty program in Brazil which allows for the settlement of Federal tax disputes at significantly reduced amounts and allows for part of the payment to be settled using prior net operating loss carry-forwards (NOLs).
- The non-income tax settlements, other tax adjustments and a business restructure resulted in a $306 MM one-time charge to operating profit (OP).
- Offsetting the charge to OP is a credit to income taxes of $313 MM, primarily reflecting the use of the NOLs.
- Net income benefit of $7MM, $0.02 diluted EPS
- The settlement is expected to result in a cash payment of up to $90MM.

($MM)	GAAP	Adj.	Non-GAAP*
OP	174	+306	480
Taxes	(187)	+313	126
NI	325	- 7	318
EPS	$1.04	-$0.02	$1.02

*Non-GAAP measures, adjusted to exclude the Brazil tax amnesty program and other charges. See Appendix.

Global End-Market Trends

Q3 09 Organic Sales Growth

	YOY	Vs. Q2 09	Sequential Comments
Energy	+ 4%	- 1%	Higher refinery H_2; lower oil well services in NA
Electronics	- 7%	+16%	Strong growth globally
Chemicals	- 15%	+ 8%	Sales growth driven by NA, Germany and China
Metals	- 15%	+12%	Strong volume rebound in all regions
Manufacturing*	- 20%	- 4%	Continued weakness in NA and Europe offset modest volume improvement in SA and Asia
Healthcare	+ 5%	- 1%	Growth in SA and Spain, offset by US homecare
Aerospace	+ 3%	+ 2%	Higher coatings for jet engines
Food and Bev.	- 6%	+ 1%	Steady growth from applications in NA, offset by seasonal beverage slowdown in SA

*Excludes Q2 09 equipment sale in South America

Third Quarter Results

($MM)	Third Quarter 2009(3)	Second Quarter 2009	Third Quarter 2008
Sales	$2,288	$2,138	$2,852
Adj. Operating Profit	$ 480	$ 447	$ 544
Adj. Operating Margin	21.0%	20.9%	19.1%
Adj. Net Income(1)	$ 318	$ 299	$ 355
Adj. Diluted EPS(1)	$ 1.02	$ 0.96	$ 1.11
After-Tax ROC(2)	13.6%	13.8%	15.5%
ROE(2)	26.2%	27.5%	26.9%

	YOY	Q3 vs Q2
Sales Growth	- 20%	+ 7%
Volume	- 11%	+ 3%
Price/Mix/Other	+ 2%	0%
Cost pass-thru	- 5%	0%
Currency	- 6%	+ 3%
Acq/Div	0%	+ 1%

Operating Profit

Q3 08		544
Volume	(147)	
Price	45	
Currency	(59)	
Cost reduction	97	
Q3 09		480(3)

(1) Net Income and Diluted EPS attributable to Praxair, Inc. shareholders.
(2) Non-GAAP measures. See Appendix.
(3) Q3 09 amounts, other than Sales, are non-GAAP measures, adjusted to exclude the Brazil tax amnesty program and other charges. See Appendix.

North America

($MM)	Third Quarter 2009	Second Quarter 2009	Third Quarter 2008
Sales	$1,162	$1,120	$1,557
Segment OP	$ 263	$ 264	$ 274
Operating Margin	22.6%	23.6%	17.6%

	YOY	Q3 vs Q2
Sales Growth	- 25%	+ 4%
Volume	- 13%	+ 4%
Price/Mix/Other	+ 1%	- 1%
Cost pass-thru	- 10%	- 1%
Currency	- 3%	+ 2%
Acq/Div	0%	0%

- YOY and sequential growth in refinery hydrogen
- Lower merchant liquid volumes for oil well services
- Sequential growth in chemicals, electronics and metals
- Sales to manufacturing markets -26% YOY and -5% vs. Q2 09, ex-FX
- Mexico sales +6% YOY and +6% vs. Q2, ex-FX. Manufacturing economy showing slight signs of improvement

North America Business Trends – Q3 09 YOY

On-site

- On-site sales - 35%, ex-FX
  - Cost pass-through impact - 32%
- On-site volumes - 3% , -6% ex-hurricane impact
- Higher refinery hydrogen volumes, offset by lower oxygen and nitrogen volumes to metals and chemicals
- On-site volumes +10% vs. Q2 09 (O_2, N_2 and H_2)

Merchant

- Merchant sales -13%, ex-FX
- Merchant volumes -16%
- Moderate sequential volume improvement v. Q2 09
- New business activity in food, wastewater and combustion

Packaged

- Packaged gases sales - 18%, ex-FX
- PDI SSS - 20%; Gases SSS - 10%, hardgoods - 35%
- Sales per day relatively flat vs. Q2

Europe

($MM)	Third Quarter 2009	Second Quarter 2009	Third Quarter 2008
Sales	$323	$306	$384
Segment OP	$ 68	$ 61	$ 96
Operating Margin	21.1%	19.9%	25.0%

	YOY	Q3 vs Q2
Sales Growth	- 16%	+ 6%
Volume	- 11%	+ 1%
Price/Mix/Other	+ 2%	- 1%
Cost pass-thru	+ 1%	+ 1%
Currency	- 8%	+ 5%
Acq/Div	0%	0%

- Sequentially higher volumes to chemicals, metals and healthcare customers offset continued weakness in overall manufacturing
- Sequential growth in Germany, driven by pipeline and merchant volumes
- Higher on-site volumes in Spain vs. Q2 09, merchant and packaged gases stable
- Italy weaker than Q2 09
- Q3 08 OP included $9MM net FX hedge gain; Q2 09 OP included ($4MM) net FX hedge loss

South America

($MM)	Third Quarter 2009	Second Quarter 2009	Third Quarter 2008
Sales	$436	$ 395	$527
Segment OP	$ 94	$ 70	$111
Operating Margin	21.6%	17.7%	21.1%

	YOY	Q3 vs Q2
Sales Growth	- 17%	+ 10%
Volume	- 12%	+ 5%
Price/Mix/Other	+ 5%	0%
Cost pass-thru	+ 1%	0%
Currency	- 11%	+ 9%
Equipment sale	0%	- 4%
Acq/Div	0%	0%

- Continued improvement in Brazil industrial production drove sequential growth in overall volumes
- On-site volumes +22% vs. Q2 09; merchant and packaged volumes flat
- Lower sales of natural gas auto conversion cylinders
- OP margin increased from pricing and cost reduction. Q3 08 OP included $4MM net FX hedge gain; Q2 09 OP included ($11MM) net FX hedge loss

Asia

($MM)	Third Quarter 2009	Second Quarter 2009	Third Quarter 2008
Sales	$232	$199	$239
Segment OP	$ 37	$ 33	$ 38
Operating Margin	15.9%	16.6%	15.9%

	YOY	Q3 vs Q2
Sales Growth	- 3%	+ 17%
Volume	+ 4%	+ 10%
Price/Mix/Other	- 3%	- 1%
Cost pass-thru	+ 1%	+ 5%
Currency	- 6%	+ 2%
Equipment sale	+ 1%	+ 1%
Acq/Div	0%	0%

- Broad-based growth across the region in most industrial end-markets
- Higher on-site volumes in China, India and Korea from economic recovery and plant starts
- Higher merchant volumes YOY and vs. Q2
- Electronics sales +24% vs. Q2, ex-FX
- OP margin reflects higher depreciation due to new plant starts, lower electronic specialty gas pricing and higher power pass-through

Surface Technologies

($MM)	Third Quarter 2009	Second Quarter 2009	Third Quarter 2008
Sales	$135	$118	$145
Segment OP	$ 18	$ 19	$ 25
Operating Margin	13.3%	16.1%	17.2%

- **Sales down - 17% YOY, ex-FX and Acq.**
- **Sequential improvement in aerospace coatings volumes was offset by lower coatings for industrial gas turbines and oilfield gate valve components**
- **Sermatech acquisition contributed $22 MM sales with minimal operating profit, net of integration costs**

Financial Outlook

Fourth Quarter 2009

- **Diluted EPS in the range of $1.05 to $1.10**

Full Year 2009

- **Sales of about $9 billion**
- **Adjusted diluted EPS in the range of $3.96 to $4.01***
- **Adjusted tax rate about 28%***
- **CAPEX of about $1.4 billion**

*Non-GAAP measures, adjusted to exclude the Brazil tax amnesty program and other charges. See Appendix.

APPENDIX

Non-GAAP Measures ($MM)

The following non-GAAP measures are intended to supplement investors' understanding of the company's financial information by providing measures which investors, financial analysts and management use to help evaluate the company's financing leverage, return on net assets employed and operating performance. Special items which the company does not believe to be indicative of on-going business trends are excluded from these calculations so that investors can better evaluate and analyze historical and future business trends on a consistent basis. Definitions of these non-GAAP measures may not be comparable to similar definitions used by other companies and are not a substitute for similar GAAP measures. Adjusted amounts exclude the impact of the 2009 third quarter Brazil tax amnesty program and other charges, the 2008 fourth quarter cost reduction program and other charges and the 2008 first quarter pension settlement charge which helps investors understand underlying performance on a comparable basis.

Debt to Capital Ratio - The debt-to-capital ratio is a measure used by investors, financial analysts and management to provide a measure of financial leverage and insights into how the company is financing its operations.

	2009 Q3	2009 Q2	2009 Q1	2008 Q4	2008 Q3	2008 Q2	2008 Q1
Total debt	$ 5,235	$ 5,107	$ 5,045	$ 5,025	$ 4,944	$ 4,596	$ 4,574
Equity:							
Praxair, Inc. shareholders' equity	5,085	4,638	4,073	4,009	4,891	5,671	5,209
Noncontrolling interests	322	308	302	302	307	317	344
Total equity	5,407	4,946	4,375	4,311	5,198	5,988	5,553
Total Capital	$ 10,642	$ 10,053	$ 9,420	$ 9,336	$ 10,142	$ 10,584	$ 10,127
Debt to capital ratio	49.2%	50.8%	53.6%	53.8%	48.7%	43.4%	45.2%

After -tax return on Capital (ROC) - After-tax return on capital is a measure used by investors, financial analysts and management to evaluate the return on net assets employed in the business. ROC measures the after-tax operating profit that the company was able to generate with the investments made by all parties in the business (debt, noncontrolling interests and Praxair, Inc. shareholders' equity).

	2009 Q3	2009 Q2	2009 Q1	2008 Q4	2008 Q3	2008 Q2	2008 Q1
Adjusted operating profit (a)	$ 480	$ 447	$ 442	$ 491	$ 544	$ 543	$ 499
Less: adjusted income taxes (a)	$ (126)	(109)	(114)	$ (126)	$ (139)	$ (137)	$ (128)
Less: tax benefit on interest expense	(9)	(9)	(10)	(14)	(14)	(15)	(13)
Add: income from equity investments	7	6	5	8	11	8	9
Net operating profit after-tax (NOPAT)	$ 352	$ 335	$ 323	$ 359	$ 402	$ 399	$ 367
Beginning capital	$ 10,053	$ 9,420	$ 9,336	$ 10,142	$ 10,584	$ 10,127	$ 9,655
Ending capital	$ 10,642	$ 10,053	$ 9,420	$ 9,336	$ 10,142	$ 10,584	$ 10,127
Average capital	$ 10,348	$ 9,737	$ 9,378	$ 9,739	$ 10,363	$ 10,356	$ 9,891
ROC %	3.4%	3.4%	3.4%	3.7%	3.9%	3.9%	3.7%
ROC % (annualized)	13.6%	13.8%	13.8%	14.7%	15.5%	15.4%	14.8%

Non-GAAP Measures, cont.

Return on Praxair, Inc. Shareholder's equity (ROE) - Return on Praxair, Inc. shareholders' equity is a measure used by investors, financial analysts and management to evaluate operating performance from a Praxair shareholder perspective. ROE measures the net income attributable to Praxair, Inc. that the company was able to generate with the money shareholders have invested.

	2009 Q3	2009 Q2	2009 Q1	2008 Q4	2008 Q3	2008 Q2	2008 Q1
Adjusted net income - Praxair, Inc. (a)	$ 318	$ 299	$ 290	$ 314	$ 355	$ 349	$ 318
Beginning Praxair, Inc. shareholders' equity	$ 4,638	$ 4,073	$ 4,009	$ 4,891	$ 5,671	$ 5,209	$ 5,142
Ending Praxair, Inc. shareholders' equity	$ 5,085	$ 4,638	$ 4,073	$ 4,009	$ 4,891	$ 5,671	$ 5,209
Average Praxair, Inc. shareholders' equity	$ 4,862	$ 4,356	$ 4,041	$ 4,450	$ 5,281	$ 5,440	$ 5,176
ROE %	6.5%	6.9%	7.2%	7.1%	6.7%	6.4%	6.1%
ROE % (annualized)	26.2%	27.5%	28.7%	28.2%	26.9%	25.7%	24.6%

(a) **Adjusted Operating Profit and Operating Profit Margin, Income Taxes, Effective Tax Rate, Net income - Praxair, Inc., Diluted EPS and Full-Year Diluted EPS Guidance**

	Third Quarter 2009
Adjusted Operating Profit and Operating Profit Margin	
Reported operating profit	$ 174
Add: Brazil tax amnesty program and other charges (b)	306
Adjusted operating profit	$ 480
Reported sales	$ 2,288
Adjusted operating profit margin	21%
Adjusted Income Taxes	
Reported income taxes	(187)
Add: Brazil tax amnesty program and other charges (b)	313
Adjusted income taxes	$ 126
Adjusted Effective Tax Rate	
Reported income before income taxes and equity investments	$ 142
Add: Brazil tax amnesty program and other charges (b)	306
Adjusted income before income taxes and equity investments	$ 448
Adjusted income taxes (above)	$ 126
Adjusted effective tax rate	28%
Adjusted Net Income - Praxair, Inc.	
Reported net income - Praxair, Inc.	$ 325
Less: Brazil tax amnesty program and other charges (b)	(7)
Adjusted net income - Praxair, Inc.	$ 318
Adjusted Diluted EPS	
Diluted weighted average shares	312,182
Reported diluted EPS	$ 1.04
Less: Brazil tax amnesty program and other charges (b)	(0.02)
Adjusted diluted EPS	$ 1.02
Reported 2009 second quarter diluted EPS	$ 0.96
Percentage change from the 2009 second quarter	6%

Non-GAAP Measures, cont.

Adjusted Full-Year 2009 Diluted EPS Guidance	Low End	High End
Expected full-year 2009 diluted EPS	$ 3.98	$ 4.03
Less: Brazil tax amnesty program and other charges (b(i))	(0.02)	(0.02)
Adjusted expected full-year 2009 EPS	$ 3.96	$ 4.01
Reported 2008 diluted EPS	$ 3.80	$ 3.80
Add: cost reduction program and other charges (b (ii))	0.37	0.37
Add: pension settlement charge (b (iii))	0.03	0.03
Adjusted full-year 2008 diluted EPS	$ 4.20	$ 4.20
Percentage change from 2008	-6%	-5%

(b) Represent non-GAAP adjustments to eliminate the impact of (i) 2009 third quarter Brazil tax amnesty program and other charges, (ii) 2008 fourth quarter cost reduction program and other charges, and (iii) 2008 first quarter pension settlement charge. The company does not believe these items are indicative of on-going business trends and, accordingly, their impacts are excluded from the adjusted non-GAAP amounts so that investors can better evaluate and analyze historical and future business trends on a consistent basis.

(i) The 2009 quarter and year-to-date periods include a net after-tax benefit of $7 million ($306 million pre- tax charge offset by a $313 million tax benefit), or $0.02 per diluted share, related to a recently announced Federal tax amnesty program in Brazil (referred to as the “Refis Program”) and other charges. The net after-tax benefit includes the impacts of management’s decision to settle numerous outstanding Federal tax cases under the Refis Program (primarily for sales and value-added taxes), the impact of a reversal of remaining valuation allowances on deferred income tax assets for NOL carryforwards of a Brazilian subsidiary and the impact of charges for other Brazilian government-related matters. These matters resulted in a pre-tax charge of $282 million, an income tax benefit of $329 million, and a net income tax benefit of $47 million.The net income tax benefit is due to the net operating loss carryforward (NOL) utilization to settle interest obligations and reversal of the remaining NOL deferred tax asset valuation allowances. Other special items include a pre-tax charge of $24 million ($16 million after-tax) for a business restructure in Brazil and a charge of $24 million to income taxes relating to an entity reorganization and other recent developments in North America and Europe.

(ii) The 2008 fourth quarter includes cost reduction program and other charges of $177 million ($114 million after-tax and noncontrolling interests, or $0.37 per diluted share). (See Note 2 on page 56 of Praxair's Annual Report on Form 10-K)

(iii) A pension settlement charge of $17 million ($11 million after-tax or $0.03 per diluted share) was recorded in the 2008 first quarter related to lump sum benefit payments made from the U.S. supplemental pension plan to a number of recently retired senior managers, including Praxair's former chairman and chief executive officer. (See Note 17 on page 80 of Praxair's Annual Report on Form 10-K)