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Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F. Street, NE
Washington, DC 20549-1090

RE: Proposed Rule Change to NYSE Rule 452, File No. SR-NYSE-2006-92

Dear Ms. Murphy:

Praxair, Inc. is responding to the request of the U. S. Securities and Exchange Commission (“SEC”) for comments on the proposal by the New York Stock Exchange (“NYSE”) to amend NYSE Rule 452 to eliminate broker discretionary voting in the election of directors.

The proxy voting and shareholder communication system includes many complex and interrelated components, and broker discretionary voting is but one of those components. As such, we believe that the SEC should take action on the proposed changes to Rule 452 only in the context of a more thorough review of this system. To this extent, many organizations that have considered the impact of this rule change also have advocated a more cautious, thorough approach. For example, the NYSE Proxy Working Group itself, in its report dated June 5, 2006, recommended that the then proposed elimination of broker discretion in director elections be considered along with other measures to educate retail shareholder voters. We also note that the Business Roundtable has requested that the SEC re-examine the current proxy voting and communications system, and that these issues also were the subject of a SEC Roundtable in May 2005.

Moreover, amending Rule 452 to eliminate broker discretionary voting in the election of directors could result in significant unintended or uncertain consequences to shareholders and issuers that we do not believe have been adequately addressed. For example:

1. Eliminating broker discretionary voting in director elections could actually disenfranchise retail shareholders as it may be counter to their assumptions about broker voting, as demonstrated by the survey appended to the NYSE rule filing. This would be contrary to the very premise of this proposed rule change (i.e., to more accurately reflect the voice of retail shareholders in director elections).

2. The proposed amendment would likely increase the cost of director elections by requiring issuers to substantially increase communications with their shareholders about the importance of voting in director elections. In this regard, the current shareholder communication rules, which preclude direct communication between issuers and many of their shareholders, present a significant obstacle to efficient communication.
3. Many companies, including, Praxair, have adopted a majority vote standard in uncontested director elections. The effect of eliminating broker discretionary voting on such companies and its shareholders is not certain. An unintended consequence could include a shareholder or shareholder group beneficially owning far less than a majority of shares outstanding being able to defeat the election of one or more directors who otherwise may have been elected with the vote of retail shareholders who were properly represented and whose shares were voted by their brokers.
4. The voting recommendations of proxy advisory firms, such as Risk Metrics (formerly known as ISS), would certainly have a far greater influence on the outcome of director elections. This is because institutions, not individual retail shareholders, either follow or consider the recommendations of these advisory firms.
5. The loss of the broker discretionary vote in director elections could result in some companies not being able to obtain a quorum of shares to conduct business without incurring significant proxy solicitation costs.

For these reasons, Praxair, Inc. respectfully requests that the SEC undertake a comprehensive review of the proxy voting and shareholder communication system and refrain from adopting the proposed amendments to Rule 452, or making other significant interim changes. We also request that the SEC extend the comment period beyond March 27, 2009 in order to give other interested parties an opportunity to comment, and to give itself sufficient time to address these important issues in a more comprehensive manner.

Sincerely,

