PRAXAIR INC Form SC 13G February 10, 2004

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d)

AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 2)\*

Praxair, Inc.

(Name of Issuer)

Common Stock, 0.01 Par Value

(Title of Class of Securities)

74005P10A

(CUSIP Number)

12/31/03

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

/X/ Rule 13d-i(b) / / Rule 13d-i(c) / / Rule 13d-i(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following page(s))

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EACH  REPORTING	7	SHARED VOTING POWER  SOLE DISPOSITIVE POWER  ,606 Shares of Common Stock
EACH		
EACH		
	6	SHARED VOTING POWER
	6	SHARED VOTING POWER
OWNED BY	6	SHARED VOTING POWER
BENEFICIALLY		
BENEFICIALLY		
SHARES	6,40	6,004 Shares of Common Stock
NUMBER OF	 5	SOLE VOTING POWER
Delaware		
	TYCH OF	OROLINIBATION
CITIZENSHID OD D	LACE OF	ORGANIZATION
SEC USE ONLY		
		· · · ·
(a) / /	(b	)) / /
CHECK THE APPROP	RIATE BO	X IF A MEMBER OF A GROUP*
I.R.S. Identific	ation No	o.: 04-2747644
Massachusetts Fi	nancial	Services Company ("MFS")
I.R.S. IDENTIFIC	ATION NO	O. OF ABOVE PERSONS (ENTITIES ONLY)
	I.R.S. IDENTIFIC  Massachusetts Fi I.R.S. Identific  CHECK THE APPROP  (a) / /  SEC USE ONLY  CITIZENSHIP OR P  Delaware  NUMBER OF	Massachusetts Financial I.R.S. Identification No CHECK THE APPROPRIATE BO  (a) / / (b) SEC USE ONLY  CITIZENSHIP OR PLACE OF Delaware  NUMBER OF 5

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ITEM 1: (a) NAME OF ISSUER:

SEE COVER PAGE

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

39 Old Ridgebury Road Danbury, CT 06810-5113

ITEM 2: (a) NAME OF PERSON FILING:

see item 1 on page 1

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

500 Boylston Street Boston, MA 02116

(c) CITIZENSHIP:

See Item 4 on page 2

(d) TITLE OF CLASS OF SECURITIES:

SEE COVER PAGE

(e) CUSIP NUMBER:

SEE COVER PAGE

ITEM 3: See Item 12 on page 2

ITEM 4: (a) AMOUNT BENEFICIALLY OWNED:

See Item 9 on page 2

(b) PERCENT OF CLASS:

See Item 11 on page 2

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND DISPOSITIVE POWERS:

See Items 5 and 7 on page 2

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ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: /X/

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Inapplicable

ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING

COMPANY:

Inapplicable

ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Inapplicable

ITEM 9: NOTICE OF DISSOLUTION OF GROUP:

Inapplicable

ITEM 10: CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

Massachusetts Financial Services Company

/s/ Mitchell C. Freestone By: Mitchell C. Freestone

Vice President and Senior Counsel