

AIR PRODUCTS & CHEMICALS INC /DE/

Form S-8

March 20, 2008

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As filed with the Securities and Exchange Commission on March 20, 2008

Registration No. _____

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
AIR PRODUCTS AND CHEMICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)
Delaware

(State or Other Jurisdiction of Incorporation or Organization)
23-1274455

(I.R.S. Employer Identification No.)
7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)
Air Products and Chemicals, Inc. Long-Term Incentive Plan

(Full Title of the Plan)
Stephen J. Jones, Senior Vice President, General Counsel and Secretary
Air Products and Chemicals, Inc., 7201 Hamilton Boulevard, Allentown, PA 18195-1501

(Name and Address of Agent for Service)
610-481-4911

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Titles of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1	328,479	\$89.34	\$ 29,346,313.86	\$1,153.31 ⁽¹⁾
Options Granted, 10/01/07	1,206,884	\$98.85	\$119,300,483.00	\$4,688.51 ⁽²⁾
Options Granted, 2/20/07	10,000	\$77.53	\$ 775,300.00	\$ 30.47 ⁽²⁾

1,545,363

\$149,422,096.86

\$5,872.29

(1) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sales prices of shares of Common Stock on 13 March 2008 (i.e., \$89.34 per share).

(2) The registration fee with respect to these shares has been computed in accordance with paragraph (h) of Rule 457 based upon the stated exercise price of the Options.

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EXHIBIT INDEX

EX-23: CONSENT OF KPMG LLP

EX-24: POWER OF ATTORNEY

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Air Products and Chemicals, Inc. (the Company), by the filing of this Registration Statement, hereby registers additional shares of common stock of the Company, for distribution pursuant to the Long-Term Incentive Plan (the Plan). These are securities of the same class as the securities registered on Form S-8, Registration Statement No. 333-103809 for distribution pursuant to the Plan. Accordingly, the contents of Registration Statement No. 333-103809 are incorporated herein by reference. The Company's report on Form 10-K for the year ended 30 September 2007 and the Form 10-Q for the period ended 31 December 2007 are also incorporated herein by reference.

EXHIBITS

4. Rights Agreement, dated as of 19 March 1998, between the Company and First Chicago Trust Company of New York. (Filed as Exhibit 1 to the Company's Form 8-A Registration Statement dated 19 March 1998, as amended by Form 8-A/A dated 16 July 1998.)
23. Consent of Independent Registered Public Accounting Firm
24. Power of Attorney.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on this 20th day of March 2008.

AIR PRODUCTS AND CHEMICALS, INC.
(Registrant)

By: /s/ Stephen J. Jones

Stephen J. Jones*
Senior Vice President, General Counsel
and Secretary

* Stephen J. Jones, Senior Vice President, General Counsel and Secretary, by signing his name hereto, signs this registration statement on behalf of the registrant and, for each of the persons indicated by asterisk on pages 3 and 4 hereof, pursuant to a power of attorney duly executed by such persons which is filed with the Securities and Exchange Commission herewith.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ John E. McGlade	Director and Chief Executive Officer	20
John E. McGlade	(Principal Executive Officer)	March 2008
/s/ Paul E. Huck	Senior Vice President and Chief Financial Officer	20
Paul E. Huck	(Principal Executive Officer)	March 2008
/s/ M. Scott Crocco	Vice President and Corporate Controller	20
M. Scott Crocco	(Principal Accounting Officer)	March 2008
*	Director	20
Mario L. Baeza		March 2008
*	Director	20
William L. Davis, III		March 2008
*	Director	20
Michael J. Donahue		March 2008
*	Director	20
Ursula O. Fairbairn		March 2008
*	Director	20
W. Douglas Ford		March 2008
*	Director	20
		March 2008

Edward E. Hagenlocker

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Signature	Title	Date
*	Director	20 March 2008
Evert Henkes		
*	Director and Chairman of the Board	20 March 2008
John P. Jones III		
*	Director	20 March 2008
Margaret G. McGlynn		
*	Director	20 March 2008
Charles H. Noski		
*	Director	20 March 2008
Lawrence S. Smith		

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EXHIBIT INDEX

Exhibit	Page
4. Rights Agreement, dated as of 19 March 1998, between the Company and First Chicago Trust Company of New York. (Filed as Exhibit 1 to the Company's Form 8-A Registration Statement dated 19 March 1998, as amended by Form 8-A/A dated 16 July 1998.)	N/A
23. Consent of Independent Registered Public Accounting Firm	6
24. Power of Attorney	7

No opinion of counsel is being filed because the Common Stock to be distributed in connection with the Plan will consist exclusively of previously issued shares that are presently held by the registrant as treasury shares and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Plan covered by the registration statement is not subject to the requirements of ERISA.