

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 <sup>(1)</sup>  |
| Options Granted, 10/01/07             | 1,206,884               | \$98.85                                   | \$119,300,483.00                          | \$4,688.51 <sup>(2)</sup>  |
| Options Granted, 2/20/07              | 10,000                  | \$77.53                                   | \$ 775,300.00                             | \$ 30.47 <sup>(2)</sup>    |

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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EXHIBITS

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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 20<sup>th</sup> 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.

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

Edward E. Hagenlocker

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| <b>Signature</b>    | <b>Title</b>                          | <b>Date</b>   |
|---------------------|---------------------------------------|---------------|
| *                   | Director                              | 20 March 2008 |
| Evert Henkes        |                                       |               |
| *                   | Director and Chairman<br>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 |                                                                                                                                                                                                                                                       | 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.