

AIR PRODUCTS & CHEMICALS INC /DE/

Form S-8

March 21, 2006

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As filed with the Securities and Exchange Commission on March 21, 2006

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)

W. Douglas Brown, 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)

**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	448,050	\$64.44	\$ 28,872,342.00	\$ 3,089.34 <sup>(1)</sup>
Options Granted, 10/01/05	1,856,100	\$55.33	\$102,698,013.00	\$ 10,988.69 <sup>(2)</sup>
Options Granted, 01/17/06	3,000	\$59.24	\$ 177,720.00	\$ 19.02 <sup>(2)</sup>
	2,307,150			\$ 14,097.05

(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 14 March 2006 (i.e., \$64.44 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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EX-23: CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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 2005 and the Form 10-Q for the period ended 31 December 2005 are also incorporated herein by reference.

**EXHIBITS**

- 4.1. By-Laws of the Company. (Filed as Exhibit 3.1 to the Company's Form 8-K Report dated 18 September 1997.)
- 4.2. Restated Certificate of Incorporation of the Company. (Filed as Exhibit 3.2 to the Company's Form 10-K Report for the fiscal year ended 30 September 1987.)
- 4.3. Amendment to the Restated Certificate of Incorporation of the Company dated 25 January 1996. (Filed as Exhibit 3.3 to the Company's Form 10-K Report for the fiscal year ended 30 September 1996.)
- 4.4. 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 21<sup>st</sup> day of March 2006.

AIR PRODUCTS AND CHEMICALS, INC.  
(Registrant)

By: /s/ W. Douglas Brown

W. Douglas Brown\*  
Vice President, General Counsel  
and Secretary

\* W. Douglas Brown, 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 P. Jones III John P. Jones III	Director, Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	21 March 2006
/s/ Paul E. Huck Paul E. Huck	Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	21 March 2006
*	Director	21 March 2006
Mario L. Baeza *	Director	21 March 2006
William L. Davis, III *	Director	21 March 2006
Michael J. Donahue *	Director	21 March 2006
Ursula O. Fairbairn *	Director	21 March 2006
W. Douglas Ford *	Director	21 March 2006
Edward E. Hagenlocker *	Director	21 March 2006
Margaret G. McGlynn		

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	21 March 2006
Terrence Murray		
*	Director	21 March 2006
Charles H. Noski		
*	Director	21 March 2006
Lawrence S. Smith		

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EXHIBIT INDEX

Exhibit		Page
4.1.	By-Laws of the Company. (Filed as Exhibit 3.1 to the Company's Form 8-K Report dated 18 September 1997.)	N/A
4.2.	Restated Certificate of Incorporation of the Company. (Filed as Exhibit 3.2 to the Company's Form 10-K Report for the fiscal year ended 30 September 1987.)	N/A
4.3.	Amendment to the Restated Certificate of Incorporation of the Company dated 25 January 1996. (Filed as Exhibit 3.3 to the Company's Form 10-K Report for the fiscal year ended 30 September 1996.)	N/A
4.4.	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.

yle="font-size:1.0pt;">

**Automotive 1.4%**

Hayes Lemmerz International, Inc.,

599

6.76%, 6/3/09, Term B

597,645

174

6.91%, 6/3/09, Term B

173,317

3

6.96%, 6/3/09, Term B

2,988

286

7.12%, 6/3/09, Term B

285,375

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10

	292
7.31%, 6/3/09, Term B	
	292,099
	449
7.34%, 6/3/09, Term B	
	448,234
	20
7.49%, 6/3/09, Term B	
	20,162
	299
7.67%, 6/3/09, Term B	
	298,822
Visteon Corp.,	

	97
7.58%, 6/25/07	
	98,073
	67
7.613%, 6/25/07	
	68,176
	176
7.912%, 6/25/07	
	177,962
	35
8.02%, 6/25/07	
	35,592
	61
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8.14%, 6/25/07

61,478

242

8.153%, 6/25/07

245,045

26

8.154%, 6/25/07

26,492

103

8.394%, 6/25/07

103,792

92

8.553%, 6/25/07

92,904

	383
8.558%, 6/25/07	
	387,471
	102
8.61%, 6/25/07	
	102,700
	17
8.716%, 6/25/07	
	17,481
	385
8.85%, 6/25/07	
	389,089
	129
8.871%, 6/25/07	
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130,575

4,256

VWR International, Inc., 6.69%, 4/7/11, Term B

4,322,805

8,378,277

**Automotive Products 3.9%**

Cooper Standard Automotive, Inc.,

	2,287
6.063%, 12/31/11, Term B	
	2,300,855
	3,678
6.063%, 12/31/11, Term C	
	3,701,376
	2,408
Delphi Corp., 10.30%, 6/14/11	
	2,510,274
Goodyear Tire & Rubber Co.,	
	4,000
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7.06%, 4/30/10

4,039,584

1,000

7.81%, 4/1/11

1,008,929

2,674

Polypore, Inc., 6.34%, 11/12/11, Term B

2,680,063

Tenneco Automotive, Inc.,

1,795

6.08%, 12/12/10, Term B

1,825,546

789

6.11%, 12/12/10, Term B

801,930

3,474

TRW Automotive, Inc., 5.25%, 6/30/12, Term B

3,511,020

22,379,577

Principal Amount (000)			Value*
<b>Banking 1.1%</b>			
		Aster,	
\$	1,092	6.765%, 9/19/13	\$ 1,091,898
	1,132	7.265%, 9/19/14	1,131,080
	4,000	UPC Distribution Holding B.V., 6.554%, 9/30/12, Term H2	4,038,960
			6,261,938
<b>Building/Construction 1.5%</b>			
		Masonite International Corp.,	
	3,426	5.66%, 4/6/13, Term B	3,416,773
	62	6.02%, 4/6/13, Term B	61,810
		Nortek, Inc.,	
	4,895	6.02%, 8/27/11	4,952,955
	12	8.00%, 8/27/11	12,517
			8,444,055
<b>Chemicals 3.5%</b>			
	2,500	Brenntag AG, 6.81%, 2/27/12, Term B2	2,512,187
	2,985	Celanese AG, 6.313%, 4/6/11, Term B	3,032,158
		Cognis BV,	
	1,992	5.94%, 3/31/13, Term C1	2,021,817
	1,149	6.371%, 5/12/12, Term B1	1,164,939
	990	Haarmann & Reimer, 10/1/09 (f)	979,704
		Hercules, Inc.,	
	95	5.77%, 10/8/10, Term B	96,211
	1,875	5.86%, 10/8/10, Term B	1,898,906
	1,070	Huntsman International LLC, 5.72%, 8/10/12	1,077,411
		KRATON Polymers Group LLC,	
	784	6.188%, 12/2/09	796,742
	56	6.50%, 12/2/09	56,458
	1,778	6.50%, 12/23/10	1,806,666
	309	6.625%, 12/2/09	313,600
		Nalco Co.,	
	1,867	5.66%, 11/4/10, Term B	1,897,684
	1,270	5.87%, 11/1/10, Term B	1,291,103
	1,440	5.96%, 11/1/10, Term B	1,463,250
			20,408,836
<b>Computer Services 0.6%</b>			
	3,491	SunGard Data Systems, Inc., 6.28%, 1/22/13	3,525,963
<b>Computer Software 0.6%</b>			
		UGS Corp.,	
	24	5.84%, 3/31/12, Term B	24,488
	3,225	6.08%, 3/31/12, Term B	3,276,442
			3,300,930
<b>Consumer Products 2.7%</b>			
		Eastman Kodak Co.,	
	2,500	10/18/10 (f)	2,491,875
	2,000	10/18/12, Term B (f)	1,993,500
		Jarden Corp.,	
	426	5.635%, 1/21/12, Term B	429,624
	3,591	6.02%, 1/21/12, Term B	3,622,266
		Rayovac Corp.,	

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321	5.94%, 2/7/12, Term B	323,350
207	6.02%, 2/6/12, Term B	208,992
166	6.09%, 2/7/12, Term B	167,235
1,375	6.11%, 2/6/12, Term B	1,387,066

Principal Amount (000)		Value*
<b>Consumer Products (continued)</b>		
	Revlon, Inc.,	
\$ 750	9.49%, 7/31/10	\$ 774,844
750	9.92%, 7/31/10	774,844
375	9.98%, 7/9/10	387,422
750	10.11%, 7/31/10	774,844
	Sealy Mattress Co.,	
708	5.62%, 4/14/13, Term D	715,266
1,049	5.747%, 4/1/13, Term D	1,060,377
12	6.75%, 4/1/13, Term D	12,521
	Spectrum Brands Corp.,	
458	5.79%, 2/6/12, Term B	461,928
344	5.92%, 2/7/12, Term B	346,445
114	6.06%, 2/7/12, Term B	115,482
		16,047,881
<b>Containers 4.9%</b>		
	Graham Packaging Co.,	
347	6.36%, 8/9/10, Term C	350,387
1,517	6.375%, 10/7/11, Term B	1,538,103
31	6.42%, 8/9/10	31,853
31	6.42%, 8/9/10, Term C	31,853
31	6.45%, 8/9/10, Term C	31,853
410	6.503%, 8/9/10, Term C	413,994
2,774	6.554%, 8/9/10, Term C	2,803,097
14	6.563%, 9/15/11, Term B	13,939
25	6.57%, 8/9/10, Term C	25,483
3,928	6.625%, 9/15/11, Term B	3,981,766
3,980	Horizon Lines LLC, 6.52%, 7/7/11	4,042,034
	Intertape Polymer Group, Inc.,	
188	5.978%, 7/28/11, Term B	190,234
1,110	6.084%, 7/28/11, Term B	1,126,187
187	6.38%, 7/28/11, Term B	190,234
1,296	Owens-Illinois Group, Inc., 5.78%, 4/1/08, Term B	1,308,067
	Solo Cup Co.,	
184	5.00%, 2/27/11, Term B	184,684
1,846	5.86%, 2/27/11, Term B	1,853,964
1,939	6.02%, 2/27/11, Term B	1,947,568
	Stone Container Corp.,	
742	3.616%, 11/1/10	751,816
2,890	5.563%, 11/1/11, Term B	2,927,153
2,998	5.875%, 11/1/10, Term B	3,036,151
595	5.875%, 11/1/10, Term C	602,377
1,217	5.875%, 11/1/11, Term C	1,232,486
		28,615,283
<b>Diversified Manufacturing 0.4%</b>		
2,294	Invensys PLC, 7.791%, 9/5/09, Term B1	2,316,959
<b>Drugs &amp; Medical Products 0.7%</b>		
	Warner Chilcott PLC,	
1,369	6.46%, 1/18/12, Term B	1,376,010
497	6.77%, 1/18/12	498,972
1,298	6.77%, 1/18/12, Term B	1,304,442
1,075	6.77%, 1/18/12, Term C	1,080,092



Principal Amount (000)			Value*
<b>Energy 3.2%</b>			
\$	564	Covanta Energy Corp., 3.85%, 6/24/12	\$ 572,037
	265	3.89%, 6/24/12	269,152
	669	6.46%, 6/30/12, Term B	678,673
	750	9.141%, 5/12/13, Term DHC	750,937
	750	9.33%, 5/12/13, Term DHC	750,937
	1,704	Foundation Coal Holdings, Inc., 5.66%, 7/30/11, Term B	1,733,911
	1,060	6.16%, 7/30/11, Term B	1,078,878
	5,011	Headwaters, Inc., 6.43%, 4/30/11, Term B	5,072,967
	116	7.75%, 4/30/11, Term B	117,247
	1,969	NRG Energy, Inc., 3.92%, 12/24/11	1,982,695
	2,502	5.255%, 12/24/11, Term B	2,520,147
	10	5.365%, 12/24/11, Term B	9,913
	1,500	Targa Resources, Inc., (f) 10/5/07	1,507,500
	290	10/5/11	291,774
	1,210	10/5/12, Term B	1,215,726
			18,552,494
<b>Entertainment 1.7%</b>			
	5,300	MGM Studios, 6.270%, 4/8/12, Term B	5,351,346
	1,261	Warner Music Group, Inc., 5.52%, 2/28/11, Term B	1,274,999
	1,125	5.83%, 2/27/11, Term B	1,137,773
	929	5.86%, 2/27/11, Term B	939,969
	920	6.19%, 2/27/11, Term B	930,569
	194	6.371%, 2/27/11, Term B	195,827
			9,830,483
<b>Finance 0.4%</b>			
	500	Satbirds Finance, 4.586%, 4/4/12, Term A	595,721
	1,250	5.086%, 4/4/13, Term B	1,497,562
	400	6.372%, 10/4/13 (g)	466,473
			2,559,756
<b>Financial Services 0.6%</b>			
\$	3,687	Global Cash Access LLC, 6.331%, 3/10/10, Term B	3,743,318
<b>Financing 0.8%</b>			
	3,390	Weather Invest Bridge, 8.62%, 12/17/14	4,053,832
	610	8.62%, 12/17/14 (g)	721,460
			4,775,292
<b>Food Services 1.4%</b>			
\$	4,000	Arby's Restaurant Group, Inc., 6.091%, 7/25/12, Term B	4,028,752
	4,000	Michael Foods, Inc., 6.59%, 11/30/11, Term C	4,057,500
			8,086,252



Principal Amount (000)			Value*
<b>Funeral Services 0.1%</b>			
\$	177	Alderwoods Group, Inc., 5.48%, 9/17/08, Term B	\$ 179,225
	43	5.84%, 9/17/08, Term B	43,736
	102	6.058%, 9/17/08, Term B	103,843
	149	6.117%, 9/17/09, Term B	151,153
			477,957
<b>Healthcare &amp; Hospitals 4.2%</b>			
	356	Beverly Enterprises, Inc., 6.36%, 10/30/08, Term B	356,778
	1,037	6.39%, 10/30/08, Term B	1,040,602
	567	6.71%, 10/30/08, Term B	569,358
	3,980	Community Health Systems, Inc., 5.61%, 8/19/11, Term B	4,035,037
	593	DaVita, Inc., Term B, 6.25%, 5/16/12	603,302
	5,101	6.35%, 5/16/12	5,182,209
	411	6.40%, 5/16/12	417,671
	1,355	6.54%, 5/16/12	1,376,766
	4,500	HEALTHSOUTH Corp., 8.97%, 6/9/10	4,533,750
	1,324	PacifiCare Health Systems, Inc., 5.125%, 12/17/08	1,328,783
	282	5.188%, 12/17/08	282,729
	876	5.625%, 12/17/08	879,559
	2,000	Psychiatric Solutions, Inc., 5.73%, 7/7/12, Term B	2,023,750
	2,000	Renal Advantage, Inc., 6.44%, 10/6/12, Term B	2,023,126
			24,653,420
<b>Hotels/Gaming 2.6%</b>			
	2,286	Aladdin Gaming, Inc., 5.305%, 8/31/10, Term A	2,287,021
	49	8.055%, 8/31/10, Term B	49,077
	744	Host Marriott LP, 6.23%, 9/10/08 (g)	744,195
	341	MotorCity Casino, 5.841%, 7/21/12, Term B	344,212
	2,655	5.961%, 7/21/12, Term B	2,681,066
	2,000	Penn National Gaming, Inc., 7.75%, 5/26/12, Term B	2,027,500
	1,990	Resorts International, Inc., 6.53%, 3/22/12, Term B	1,993,483
	1,000	Venetian Casino, 5.770%, 2/22/12, Term B	1,009,453
	4,000	Wynn Resorts Ltd., 6.195%, 12/14/11, Term B	4,047,500
			15,183,507
<b>Household Products 0.7%</b>			
	1,000	Springer S.A., (g) 6.541%, 9/16/11, Term B2	1,009,166
	2,800	7.041%, 9/16/12, Term C2	2,840,078
			3,849,244
<b>Leasing 0.3%</b>			
	333	United Rentals, Inc., 3.65%, 2/14/11, Term LC	335,922
	1,642	6.32%, 2/14/11, Term B	1,658,616
			1,994,538



Principal Amount (000)			Value*
<b>Machinery 1.3%</b>			
\$	2,277	Agco Corp., 5.770%, 1/31/06, Term B	\$ 2,310,817
	833	Flowserve Corp., 4.063%, 8/15/12	845,573
	1,000	5.813%, 8/10/12	1,014,688
	167	5.813%, 8/15/12	169,115
	429	Mueller Industries, Inc., Term B, 6.11%, 9/28/12	434,809
	238	6.21%, 9/28/12	241,560
	95	6.304%, 9/28/12	96,624
	238	6.466%, 9/28/12	241,560
	37	Rexnord Corp., 5.85%, 12/31/11, Term B	37,963
	825	6.07%, 12/31/11, Term B	835,182
	1,022	6.21%, 12/31/11, Term B	1,035,350
			7,263,241
<b>Manufacturing 0.4%</b>			
	5	Berry Plastics Corp., 5.766%, 7/22/10	5,096
	2,009	6.105%, 6/30/10	2,033,537
			2,038,633
<b>Measuring Instruments 1.0%</b>			
	256	Dresser, Inc., 5.841%, 10/29/11, Term B	260,677
	205	5.938%, 10/29/11, Term B	208,541
	513	6.078%, 10/29/11, Term B	521,354
	689	6.134%, 10/29/11, Term B	700,275
	4,000	6.91%, 3/1/10	4,040,000
			5,730,847
<b>Media 0.4%</b>			
	2,000	Ekabel Hessen GMBH, 6/7/12, Term A (f)	2,382,398
<b>Metals &amp; Mining 0.5%</b>			
\$	1,647	Novelis, Inc., 5.46%, 1/7/12, Term B	1,667,253
	949	5.46%, 1/7/12, Term B2	959,933
			2,627,186
<b>Multi-Media 4.5%</b>			
	1,000	Atlantic Broadband, Inc., 6.52%, 8/4/12, Term B	1,017,500
	1,998	Charter Communications Operating LLC, 6.60%, 4/26/10, Term A	1,997,183
	16	7.42%, 4/27/11, Term B	16,218
	6,366	7.50%, 4/27/11, Term B	6,390,089
	1,500	DirectTV Holdings LLC, 5.386%, 4/13/13, Term B	1,515,000
	1,500	5.47%, 4/13/13, Term B	1,515,000
	2,905	Insight Midwest Holdings LLC, 6.063%, 12/31/09, Term B (g)	2,916,486
	3,000	Primedia, Inc., 6.114%, 9/30/13, Term B	2,940,939
	3,990	Telcordia Technologies, Inc., 6.61%, 9/9/12, Term B	3,957,581



Principal Amount (000)			Value*
<b>Multi-Media (continued)</b>			
\$	3,350	Young Broadcasting, Inc., 5.688%, 11/3/12, Term B	\$ 3,378,616
	19	5.75%, 5/2/12, Term B	18,910
	625	6.00%, 5/2/12, Term B	630,339
			26,293,861
<b>Office Equipment 0.4%</b>			
	2,000	Xerox Corp., 5.83%, 9/30/08, Term B	2,020,000
<b>Oil &amp; Gas 2.3%</b>			
	4,500	El Paso Corp., 3.50%, 11/23/09, Term LC	4,533,439
	2,440	6.813%, 11/23/09, Term B	2,461,425
	1,750	Kerr McGee Corp., 6.26%, 5/1/07	1,755,000
	2,494	6.51%, 5/1/11, Term B	2,505,284
	2,081	Kinetic Concepts, Inc., 5.78%, 8/11/10, Term B	2,106,095
			13,361,243
<b>Paper/Paper Products 1.2%</b>			
	1,172	Appleton Papers, Inc., 5.73%, 6/11/10	1,186,790
	1,147	6.33%, 6/9/10	1,160,438
	368	Boise Cascade Holdings, Inc., 5.594%, 10/28/11, Term D	373,255
	2,357	5.781%, 10/28/11, Term D	2,392,663
	350	Buckeye Technologies, Inc., 5.42%, 11/4/10, Term B	351,658
	201	5.66%, 11/4/10, Term B	201,687
	206	5.73%, 11/4/10, Term B	206,858
	136	5.91%, 11/4/10, Term B	136,981
	144	5.97%, 11/4/10, Term B	144,801
	411	6.01%, 11/4/10, Term B	413,716
	167	6.02%, 11/4/10, Term B	168,072
	411	6.29%, 11/4/10, Term B	413,716
			7,150,635
<b>Printing/Publishing 1.8%</b>			
	771	Dex Media East LLC, 5.46%, 5/8/09, Term B	775,689
	568	5.50%, 5/8/09, Term B	570,835
	128	5.77%, 11/8/08, Term B	128,338
	258	5.87%, 5/8/09, Term B	259,470
	293	5.92%, 5/8/09, Term B	294,665
	243	5.93%, 5/8/09, Term B	244,381
	684	Dex Media West LLC, 5.49%, 9/9/10, Term B	688,556
	372	5.75%, 9/9/10, Term B	374,462
	722	5.81%, 9/9/10, Term B	726,504
	439	5.84%, 9/9/10, Term B	441,886
	516	5.87%, 9/9/10, Term B	518,651
	213	5.93%, 9/9/10, Term B	214,520
	409	RH Donnelly Corp., 5.30%, 6/30/11, Term D	412,641

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546	5.52%, 6/30/11, Term D	550,187
682	5.62%, 6/30/11, Term D	687,734

Principal Amount (000)			Value*
<b>Printing/Publishing (continued)</b>			
\$	409	5.64%, 6/30/11, Term D	\$ 412,641
	137	5.67%, 6/30/11, Term D	137,547
	546	5.71%, 6/30/11, Term D	550,187
	116	5.72%, 12/31/09, Term A3	117,093
	137	5.75%, 6/30/11, Term D	137,547
	786	5.78%, 12/31/09, Term A3	792,127
	901	5.78%, 6/30/11, Term D	908,188
	136	5.81%, 6/30/11, Term D	137,547
	258	5.92%, 12/31/09, Term A3	259,621
			10,341,017
<b>Real Estate 0.8%</b>			
		General Growth Properties, Inc.,	
	887	5.60%, 11/12/07, Term A	891,296
	3,974	6.09%, 11/12/08, Term B	4,022,882
			4,914,178
<b>Recreation 1.5%</b>			
		Loews Cineplex Entertainment Corp.,	
	2,328	5.97%, 7/8/11	2,343,470
	2,619	6.35%, 7/22/11	2,635,802
		Six Flags Theme Parks, Inc.,	
	682	6.50%, 6/30/09, Term B	690,772
	1,106	6.84%, 6/30/09, Term B	1,119,510
		Worldspan LP,	
	80	6.50%, 2/11/10, Term B	78,400
	924	6.563%, 2/11/10, Term B	905,956
	169	6.688%, 2/11/10, Term B	165,511
	89	6.75%, 2/11/10, Term B	87,111
	440	6.813%, 2/11/10, Term B	431,200
			8,457,732
<b>Retail 0.8%</b>			
	2,868	Dominos, Inc., 5.813%, 6/25/10, Term B	2,917,873
	1,980	Jean Coutu Group, Inc., 5.938%, 7/30/11, UNIT	2,004,596
			4,922,469
<b>Semi-Conductors 0.5%</b>			
	2,978	On Semiconductor Corp., 7.063%, 12/3/11, Term G	3,019,373
<b>Telecommunications 3.7%</b>			
		Centennial Cellular Communications Corp.,	
	166	5.77%, 1/20/11	167,991
	106	6.11%, 1/20/11	107,514
	1,667	6.27%, 1/20/11	1,679,910
	500	6.45%, 1/20/11	503,973
	1,500	6.45%, 2/9/11	1,511,919
		Consolidated Communications, Inc.,	
	2,091	6.052%, 9/18/11, Term B	2,119,930
	2,353	6.27%, 10/14/11, Term B	2,384,922
	1,500	Intersat Bridge, 4/24/06 (f)(g)	1,498,596
		Mediacom Broadband LLC,	
	1,600	5.87%, 2/28/14, Term B	1,626,750
	340	6.03%, 2/28/14, Term B	345,684

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1,000	6.07%, 2/28/14, Term B	1,000,208
1,040	6.23%, 2/28/14, Term B	1,056,250

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Principal Amount (000)		Credit Rating (Moody's/S&P)	Value*
<b>Telecommunications (continued)</b>			
\$ 243	New Skies Satellites NV, 6.25%, 5/4/11		\$ 246,712
1,739	New Skies Satellites, NV, 6.438%, 5/4/11, Term B		1,762,114
1,316	PanAmSat Corp., 5.781%, 8/20/09, Term A1		1,330,281
688	5.781%, 8/20/09, Term A2		695,565
1,346	Valor Telecommunications Enterprises LLC, 5.77%, 2/14/12, Term B		1,363,770
2,078	5.811%, 2/14/12, Term B		2,105,840
			21,507,929
<b>Tobacco 0.2%</b>			
1,171	Commonwealth Brands, Inc, 6.875%, 8/28/07, Term B		1,193,175
<b>Utilities 3.4%</b>			
786	AES Corp., 5.07%, 4/30/08, Term B		796,420
786	5.69%, 8/10/11, Term B		796,420
515	Allegheny Energy, Inc., 5.636%, 3/8/11		516,910
878	5.76%, 3/8/11, Term C		888,229
3,490	5.808%, 3/8/11, Term C		3,532,182
257	5.918%, 3/8/11		258,456
765	Edison Midwest LLC, 5.12%, 4/27/11		775,733
2,000	6.05%, 4/27/11, Term B		2,026,562
960	Midwest Generation LLC, 5.41%, 4/27/11, Term B		972,750
161	5.55%, 4/27/11		163,372
8,308	Reliant Resources, Inc., 6.088%, 4/30/10		8,344,038
625	6.426%, 4/30/10		627,541
			19,698,613
<b>Waste Disposal 1.6%</b>			
2,542	Allied Waste North America, Inc., 2.00%, 1/15/12		2,558,661
1,078	5.52%, 1/15/12		1,085,383
3,338	6.09%, 1/15/12		3,360,028
1,284	6.20%, 1/15/12		1,292,318
1,027	6.21%, 1/15/12		1,033,855
			9,330,245
<b>Wholesale 0.4%</b>			
2,011	Roundy's, Inc., 6.00%, 6/6/09, Term B1		2,027,875
<b>Wire &amp; Cable Products 0.8%</b>			
1,000	Pirelli Cable, 4.874%, 6/23/13, Term B		1,201,278
1,000	5.124%, 6/23/14, Term C		1,211,224
\$ 2,000	UPC Broadband Holdings, 4.600%, 4/1/10 (e)		2,374,539
			4,787,041
	Total Senior Loans (cost \$379,974,635)		382,560,149



Principal Amount (000)			Credit Rating (Moody s/S&P)	Value*
<b>CORPORATE BONDS &amp; NOTES 21.7%</b>				
<b>Air-Conditioning 0.5%</b>				
\$	3,000	Goodman Global Holding Co., Inc., 6.41%, 6/15/12, FRN (d)	B3/B-	\$ 2,955,000
<b>Airlines 0.6%</b>				
	1,139	Delta Air Lines, Inc., 7.379%, 5/18/10, Ser. 00-1	Ba2/BB	1,110,002
	1,750	JetBlue Airways Corp., FRN, 6.89%, 5/15/10, Ser. 04-2	Ba1/BB	1,739,614
	586	8.12%, 9/15/09, Ser. 04-1	Ba1/BB	592,087
				3,441,703
<b>Automotive 0.3%</b>				
	2,000	Dura Operating Corp., 8.625%, 4/15/12, Ser. B	Caa1/B-	1,705,000
<b>Computer Services 0.4%</b>				
	2,000	SunGard Data Systems, Inc., 8.525%, 8/15/13, FRN (d)	B3/B-	2,060,000
<b>Energy 0.6%</b>				
	1,222	Calpine Corp., 9.90%, 7/15/07, FRN (d)	B/B-	953,062
	2,500	Dynegy Holdings, Inc., 10.65%, 7/15/08, FRN (d)	B3/B-	2,656,250
				3,609,312
<b>Financing 1.9%</b>				
	4,000	Borden US Finance Corp., 8.90%, 7/15/10, FRN (d)	B3/B-	3,990,000
	1,500	Chukchansi Economic Development Authority, 7.966%, 11/15/12, FRN (b)(d)(e)	B2/NR	1,500,000
	3,000	General Motors Acceptance Corp., 6.07%, 12/1/14, FRN	Ba1/BB	2,824,497
	2,500	Universal City Florida Holding Co., 8.443%, 5/1/10, FRN	B3/B-	2,571,875
				10,886,372
<b>Forestry 0.3%</b>				
	2,000	GP Canada Finance Co., 7.20%, 12/15/06 (d)	Ba2/BB+	2,030,000
<b>Healthcare &amp; Hospitals 0.3%</b>				
	2,000	HCA, Inc., 5.50%, 12/1/09	Ba2/BB+	1,958,230
<b>Hotels/Gaming 0.6%</b>				
	1,250	La Quinta Corp., 7.00%, 8/15/07	Ba2/BB	1,275,000
	2,000	Mandalay Resort Group, 7.625%, 7/15/13	Ba3/B+	2,065,000
				3,340,000
<b>Insurance 0.3%</b>				
	1,500	Parametric Re Ltd., 7.78%, 5/19/08, FRN (b)(d)	Ba2/NR	1,549,545
<b>Multi-Media 4.4%</b>				
	2,000	Cabelcom Luxembourg, 4.935%, 4/15/12, FRN (d)	B2/B	2,396,101
	2,000	Cablevision Systems Corp., 8.00%, 4/15/12, Ser. B	B3/B+	1,920,000
\$	5,000	8.716%, 4/1/09, Ser. B, FRN	B3/B+	5,137,500
		CCO Holdings LLC,		

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4,000	7.995%, 12/15/10, FRN	B3/CCC-	3,910,000
1,000	8.75%, 11/15/13	B3/CCC-	967,500

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Principal Amount (000)		Credit Rating (Moody s/S&P)	Value*
<b>Multi-Media (continued)</b>			
\$ 4,000	Charter Communications Holdings II LLC, 10.25%, 9/15/10	Caa1/CCC-	\$ 4,030,000
5,665	Echostar DBS Corp., 7.304%, 10/1/08, FRN	Ba3/BB-	5,806,625
1,500	Emmis Communications Corp., 9.745%, 6/15/12, FRN	B3/B-	1,511,250
			25,678,976
<b>Paper/Paper Products 1.1%</b>			
2,000	Abitibi-Consolidated, Inc., 5.25%, 6/20/08	Ba3/BB-	1,860,000
1,000	7.37%, 6/15/11, FRN	Ba3/BB-	945,000
3,000	Boise Cascade, Inc., 7.025%, 10/15/12, FRN	B1/B+	2,910,000
1,000	Bowater, Inc., 6.87%, 3/15/10, FRN	Ba3/BB	980,000
			6,695,000
<b>Semi-Conductors 0.9%</b>			
2,000	Freescale Semiconductor, Inc., 6.90%, 7/15/09, FRN	Ba2/BB+	2,055,000
3,500	MagnaChip Semiconductor Finance Co., 7.12%, 12/15/11, FRN	Ba3/B+	3,456,250
			5,511,250
<b>Telecommunications 8.4%</b>			
2,000	Cincinnati Bell, Inc., 8.375%, 1/15/14	B3/B-	1,955,000
3,000	Dobson Cellular Systems, Inc., 8.443%, 11/1/11, FRN	B1/B-	3,127,500
2,250	Hawaiian Telcom Communications, Inc., 8.914%, 5/1/13, FRN (d)	B3/B-	2,210,625
2,500	Intelsat Bermuda Ltd., 8.695%, 1/15/12, FRN (d)	B2/B+	2,543,750
2,500	New Skies Satellites, NV, 8.539%, 11/1/11, FRN	B3/B-	2,575,000
2,000	Qwest Capital Funding, Inc., 7.90%, 8/15/10	B3/B	2,000,000
12,000	Qwest Communications International, Inc., 7.29%, 2/15/09, FRN	B2/B	12,090,000
10,000	Qwest Services Corp., 13.50%, 12/15/10	B3/B	11,475,000
3,500	Rogers Wireless Communications, Inc., 6.995%, 12/15/10, FRN	Ba3/BB	3,640,000
	Rural Cellular Corp., 8.25%, 3/15/12	B2/B-	2,090,000
2,000	8.37%, 3/15/10, FRN	B2/B-	2,055,000
3,000	Time Warner Telecom Holdings, Inc., 7.79%, 2/15/11, FRN	B2/CCC+	3,075,000
			48,836,875
<b>Tobacco 0.2%</b>			
1,000	Commonwealth Brands, Inc., 11.842%, 4/15/08, FRN (d)	B-/B2	1,047,500
<b>Utilities 0.7%</b>			
2,000	CMS Energy Corp., 7.75%, 8/1/10	B1/B+	2,120,000
1,759	NRG Energy, Inc., 8.00%, 12/15/13	B1/B	1,926,105
			4,046,105
<b>Wire &amp; Cable Products 0.2%</b>			
1,000	Superior Essex Communications LLC, 9.00%, 4/15/12	B3/B	990,000
	Total Corporate Bonds & Notes (cost \$126,334,147)		126,340,868
<b>SOVEREIGN DEBT OBLIGATIONS 2.8%</b>			
<b>Brazil 2.8%</b>			
	Federal Republic of Brazil, 5.25%, 4/15/09, FRN	Ba3/BB-	2,568,375
2,594	5.25%, 4/15/12, FRN	Ba3/BB-	7,778,879
7,953	11.00%, 8/17/40	Ba3/BB-	6,013,750
5,000			

Total Sovereign Debt Obligations  
(cost \$15,462,657)

16,361,004

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value*
<b>ASSET-BACKED SECURITIES 0.7%</b>			
\$ 222	CDC Mortgage Capital Trust, 4.388%, 10/25/33, FRN	Aaa/AAA	\$ 221,885
829	Credit-Suisse First Boston Mortgage Securities Corp., FRN, 4.388%, 7/25/32	Aaa/AAA	831,084
1,084	4.408%, 8/25/32	Aaa/AAA	1,088,085
1,569	GSAMP Trust, 4.328%, 3/25/34, FRN	Aaa/AAA	1,569,417
436	Jade CBO Ltd., 7.67%, 10/24/11 (d)(g)	B2/B2	335,776
86	Long Beach Mortgage Loan Trust, 4.358%, 6/25/33, FRN	Aaa/AAA	86,338
Total Asset-Backed Securities (cost \$4,111,810)			4,132,585
<b>MORTGAGE-BACKED SECURITIES 0.5%</b>			
3,090	Mellon Residential Funding Corp., 4.32%, 11/15/31, FRN (cost \$3,090,070)	Aaa/AAA	3,093,538
<b>PREFERRED STOCK 0.6%</b>			
Shares			
<b>Finance 0.6%</b>			
3,600	Fannie Mae, 7.00%, Ser. O, FRN	Aa3/AA-	198,000
30	Richmond Cnty. Corp., 7.55%, FRN (b)(d)	NA/NA	3,022,500
Total Preferred Stock (cost \$3,248,307)			3,220,500
<b>SHORT-TERM INVESTMENTS 8.0%</b>			
Principal Amount (000)			
<b>Corporate Notes 3.3%</b>			
<b>Chemicals 0.3%</b>			
\$ 1,500	Arco Chemical Co., 9.375%, 12/15/05	B1/BB-	1,513,125
<b>Financing 2.9%</b>			
8,300	DNB NOR Bk ASA, 3.80%, 1/13/06	NR/NR	8,229,948
2,500	General Electric Capital Corp., 4.13%, 1/25/06	NR/NR	2,475,325
1,000	General Motors Acceptance Corp., 4.677%, 5/18/06, FRN	Ba1/BB	994,315
5,500	Societe Generale North America, Inc., 3.96%, 1/27/06	NR/NR	5,444,395
			17,143,983
<b>Telecommunications 0.1%</b>			
500	Qwest Capital Funding, Inc., 7.75%, 8/15/06	B3/B	510,000
Total Corporate Notes (cost \$19,166,679)			19,167,108
<b>Commercial Paper 2.9%</b>			
<b>Banking 0.3%</b>			
1,800	Danske Corp., 4.03%, 2/6/06	NR/NR	1,779,642



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Principal Amount (000)			Credit Rating Moody s/S&P	Value*
<b>Financing 2.6%</b>				
\$	2,000	UBS Finance, Inc., 3.78%, 12/22/05	P-1/A-1+	\$ 1,989,290
	3,100	3.785%, 12/23/05	P-1/A-1+	3,083,052
	3,700	4.11%, 2/22/06	NR/NR	3,651,012
	6,400	4.155%, 2/28/06	NR/NR	6,310,592
				15,033,946
		Total Commercial Paper (cost \$16,817,162)		16,813,588
<b>U.S. Treasury Bills (h) 0.4%</b>				
	2,520	3.29%-3.58%, 12/1/05-12/15/05 (cost \$2,509,813)		2,509,813
<b>Repurchase Agreements 1.4%</b>				
	7,792	State Street Bank & Trust Co., dated 10/31/05, 3.40%, due 11/1/05, proceeds \$7,792,736: collateralized by Fannie Mae, 2.10%, 2/13/06, valued at \$7,952,352 with accrued interest (cost \$7,792,000)		7,792,000
		Total Short-Term Investments (cost \$46,285,654)		46,282,509
<b>OPTIONS PURCHASED (i) 0.0%</b>				
<b>Contracts</b>				
<b>Call Options 0.0%</b>				
	713	U.S. Treasury Notes 10 yr. Futures, Chicago Board of Trade, strike price \$117, expires 11/22/05		11,141
<b>Put Options 0.0%</b>				
	527	Eurodollar Futures, Chicago Mercantile Exchange, strike price \$95.38, expires 12/19/05		3,294
	713	U.S. Treasury Notes 10 yr. Futures, Chicago Board of Trade, strike price \$103, expires 11/22/05		11,140
	110	strike price \$101, expires 12/23/05		1,719
	280	strike price \$102, expires 12/23/05		4,375
				20,528
		Total Options Purchased (cost \$39,284)		31,669
		<b>Total Investments before options written</b> (cost \$578,546,564) <b>100.1%</b>		582,022,822
<b>OPTIONS WRITTEN (i) (0.1)%</b>				
<b>Call Options (0.0)%</b>				
	200	U.S. Treasury Notes 10 yr. Futures, Chicago Board of Trade, strike price \$112, expires 11/22/05		(3,125)
	467	strike price \$112, expires 2/24/06		(80,266)
	174	strike price \$113, expires 11/22/05		(2,719)
	250	strike price \$113, expires 12/23/05		(3,906)
	210	strike price \$114, expires 11/22/05		(3,281)
				(93,297)



Contracts	Value*
<b>Put Options (0.1)%</b>	
560 U.S. Treasury Notes 10 yr. Futures, Chicago Board of Trade, strike price \$106, expires 12/23/05	\$ (105,000)
250 strike price \$107, expires 12/23/05	(97,656)
237 strike price \$107, expires 2/24/06	(181,453)
	(384,109)
Total Options Written (premiums \$446,761)	(477,406)
<b>Total Investments net of options written (cost \$578,099,803) 100.0%</b>	<b>\$ 581,545,416</b>

## NOTES TO SCHEDULE OF INVESTMENTS:

- \* Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Portfolio securities and other financial instruments for which market quotations are not easily available or if a development / event occurs that may impact the value of a security, may be fair-valued pursuant to procedures established by the Board of Trustees, including certain fixed income securities which may be valued with reference to securities whose prices are more readily available. The Fund's investments are valued weekly by an independent pricing service or are valued at the last sale price on the exchange that is the primary market for such securities, or the last quoted bid price for those securities for which the over-the-counter market is the primary market or for listed securities in which there were no sales. Independent pricing services use information provided by market makers or estimates of market value obtained from yield data relating to investments or securities with similar characteristics for which a secondary market exists. Senior Loans for which a secondary market does not exist, are valued at fair-value by Pacific Investment Management Company LLC, the Fund's Sub-Adviser, pursuant to procedures approved by the Board of Trustees. Such procedures may include consideration and evaluation of: (1) the creditworthiness of the borrower and any intermediate participants; (2) the term of the Senior Loan; (3) recent prices in the market for similar loans, if any; (4) recent prices in the market for loans of similar quality, coupon rate, and period until next interest rate reset and maturity; and (5) general economic and market conditions affecting the fair-value of the Senior Loan. Exchange traded options are valued at the settlement price determined by the relevant exchange. Short-term investments maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days. The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold. The Fund's net asset value is determined weekly at the close of regular trading (normally, 4:00 p.m. Eastern time) on the New York Stock Exchange on the last business day of the week.
- (a) Private Placement. Restricted as to resale and may not have a readily available market.
- (b) Illiquid security.
- (c) These securities generally pay interest at rates which are periodically pre-determined by reference to a base lending rate plus a premium. These base lending rates are generally either the lending rate offered by one or more major European banks, such as the LIBOR or the prime rate offered by one or more major United States banks, or the certificate of deposit rate. These securities are generally considered to be restricted as the Fund is ordinarily contractually obligated to receive approval from the Agent bank and/or borrower prior to disposition. Remaining maturities of senior loans may be less than the stated maturities shown as a result of contractual or optional payments by the borrower. Such prepayments cannot be predicted with certainty.

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- (d) 144A Security Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
- (e) When-issued or delayed-delivery security. To be settled/delivered after October 31, 2005.
- (f) Unsettled security, coupon rate undetermined at October 31, 2005.
- (g) Fair-valued security.
- (h) All or partial amount segregated as collateral for futures contracts, when-issued or delayed-delivery securities.
- (i) Non-income producing.

### Glossary

- Euros

FRN - Floating Rate Note. The interest rate disclosed reflects the rate in effect on October 31, 2005.

LIBOR - London Inter-Bank Offered Rate

NR - Not Rated

UNIT - More than one class of securities traded together.

**Other Investments:**

(1) Credit default swap contracts outstanding at October 31, 2005:

Swap Counterparty/ Referenced Debt Obligation	Notional Amount Payable on Default (000)	Termination Date	Fixed Payments Received (Paid) by Fund	Unrealized Appreciation (Depreciation)
Bank of America				
AES Corp.	\$ 1,000	12/20/07	1.50%	\$ 228
Allied Waste North American, Inc.	600	9/20/09	2.75%	4,977
Bombardier, Inc.	3,000	12/20/05	2.00%	9,213
Bombardier, Inc.	1,400	6/20/10	3.80%	(17,780)
MCI, Inc.	875	9/20/07	4.57%	74,510
Williams Co.	875	9/20/09	2.05%	26,648
Bear Stearns				
Georgia-Pacific Corp.	700	9/20/09	1.24%	6,918
Host Marriot L.P.	700	9/20/09	1.95%	1,142
MGM Mirage	1,500	9/20/09	1.92%	(2,487)
Citibank				
Allied Waste North American, Inc.	1,500	9/20/07	2.18%	(17,794)
Crown Cork	1,500	9/20/07	2.38%	13,313
Host Marriot L.P.	900	9/20/07	1.90%	14,307
Owens Illinois Group	3,000	9/20/07	2.05%	(10,050)
Starwood Hotels & Resort Worldwide, Inc.	1,500	9/20/07	1.20%	15,018
Credit Suisse First Boston				
AES Corp.	900	9/20/09	3.85%	53,813
Allied Waste North American, Inc.	875	9/20/09	2.46%	(925)
Delhaize Group	875	9/20/09	1.40%	11,875
Intelsat Bermuda Ltd.	3,000	3/20/10	3.21%	(331,825)
GAZ Capital	5,000	4/20/06	0.72%	8,073
Samis	1,400	9/20/08	2.45%	15,913
Samis	1,960	9/20/08	2.45%	28,158
Samis	2,800	9/20/08	2.45%	50,725
Goldman Sachs				
Dow Jones CDX	63	6/20/10	3.60%	31,639
HCA, Inc.	1,000	12/20/07	0.75%	(1,133)
Starwood Hotels & Resort Worldwide, Inc.	1,000	12/20/07	1.10%	7,799
TRW Automotive, Inc.	875	9/20/09	2.15%	(4,279)
JP Morgan				
AES Corp.	1,500	9/20/07	2.15%	19,005
Dow Jones CDX	15	6/20/10	3.60%	14,199
Electronic Data System Corp.	1,000	12/20/07	(3.20)%	18,233
Ford Motor Credit Co.	5,000	6/20/06	3.25%	82,117
Tenet Healthcare Corp.	5,000	12/20/07	(3.20)%	(33,709)
Tenet Healthcare Corp.	5,000	12/20/09	4.15%	(651)
Lehman Securities				
Dow Jones CDX	13,750	12/20/10	3.95%	190,339
Dynegy, Inc.	3,000	12/20/09	3.05%	5,646
Extendicare Health Services, Inc.	2,000	9/20/09	2.10%	41,210
Extendicare Health Services, Inc.	600	9/20/09	2.10%	12,363
General Motors Corp.	4,000	12/20/05	0.92%	(17,369)
L-3 Communications Group	5,000	12/20/08	1.50%	81,296
Six Flags Theme Parks	1,000	3/20/10	2.70%	27,969

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Merrill Lynch				
PSEG Energy	3,500	12/4/06	2.95%	58,755
SPX Corp.	900	9/20/09	2.25%	39,654
Williams Co.	700	9/20/09	1.71%	12,803
Morgan Stanley				
Georgia-Pacific Corp.	900	9/20/09	1.63%	21,572
GMAC	1,000	9/20/06	1.70%	(892)
UBS Securities				
Dow Jones CDX	23	6/20/10	3.60%	21,298
Wachovia Securities				
Dow Jones CDX	30	6/20/10	3.60%	28,397
			\$	610,231

(2) Interest rate swap contracts outstanding at October 31, 2005:

Swap Counterparty	Notional Amount (000)	Termination Date	Rate Type	Payments made by Fund	Payments received by Fund	Unrealized Appreciation (Depreciation)
Bank of America	\$ 115,000	1/7/25		3 Month LIBOR	5.13%	\$ (486,366)
Bank of America	115,000	6/15/25		5.25%	3 Month LIBOR	5,434,084
						\$ 4,947,718

LIBOR - London Inter-Bank Offered Rate

(3) Forward foreign currency contracts outstanding at October 31, 2005:

	U.S. \$ Value Origination Date	U.S. \$ Value October 31, 2005	Unrealized Appreciation (Depreciation)
<u>Purchased:</u>			
750,912,000 Japanese Yen, Settling 12/1/05	\$ 6,604,693	\$ 6,473,550	\$ (131,143)
<u>Sales:</u>			
4,130,000 settling 11/8/05	4,973,759	4,948,840	24,919
3,970,000 settling 11/8/05	4,761,519	4,757,118	4,401
			\$ (101,823)

(4) Futures contracts outstanding at October 31, 2005

Type	Notional Amount (000)	Expiration Date	Unrealized Depreciation
Long: Financial Futures Euro - 90 day	\$ 131,750	12/19/2005	\$ (568,902)

(5) Options written for the period October 31, 2005

	Contracts (000)	Premiums
Options outstanding, July 31, 2006	2,203	\$ 691,208
Options written	3,616	696,484
Options terminated in closing purchase transactions	(3,471)	(940,931)
Options outstanding, October 31, 2006	2,348	\$ 446,761

(6) At October 31, 2005, the Fund held the following unfunded loan commitments which could be extended at the option of the borrower:

<b>Borrower</b>	<b>Unfunded Commitments</b>
EI Paso Nova Scotia Revolver	\$ 4,962,500
Host Marriott LP Revolver A	2,521,401
Host Marriott LP Revolver B	1,622,917
Motor City Casino Term D	1,009,688
Vision Corp. BF	65,462
Warner Chiott Co., Inc. Term	619,695
Warner Chiott Co., Inc. Term	123,939
	\$ 10,925,602

**Item 2. Controls and Procedures**

a) The registrant's President and Chief Executive Officer and Principal Financial Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-2(c) under the Investment Company Act of 1940, as amended) are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal controls or in factors that could affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

**Item 3. Exhibits**

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: PIMCO Floating Rate Income Fund

By /s/ Brian S. Shlissel  
President & Chief Executive Officer

Date: December 21, 2005

By /s/ Lawrence G. Altadonna  
Treasurer, Principal Financial & Accounting Officer

Date: December 21, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dated indicated.

By /s/ Brian S.  
Shlissel  
President & Chief Executive Officer

Date: December 21, 2005

By /s/ Lawrence G. Altadonna  
Treasurer, Principal Financial & Accounting Officer

Date: December 21, 2005

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