

AIR PRODUCTS & CHEMICALS INC /DE/  
Form S-8  
March 19, 2009

As filed with the Securities and Exchange Commission on March 19, 2009

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  
(Address of Principal Executive Offices)

18195-1501  
(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)

**CALCULATION OF REGISTRATION FEE**

Titles of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Common Stock, par value \$1	480,717	\$50.06	\$24,064,693.02	\$1,342.81 <sup>(1)</sup>
Options Granted, 10/02/08	2,029,035	\$66.90	\$135,742,441.50	\$7,574.43 <sup>(2)</sup>
	2,509,752		\$159,807,134.50	\$8,917.24

- (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 12 March 2009 (i.e., \$50.06 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.

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 2008 and the Form 10-Q for the period ended 31 December 2008 are also incorporated herein by reference.

EXHIBITS

23. Consent of Independent Registered Public Accounting Firm

24. Power of Attorney.

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 19<sup>th</sup> day of March 2009.

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 John E. McGlade	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	19 March 2009
/s/ Paul E. Huck Paul E. Huck	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	19 March 2009
/s/ M. Scott Crocco M. Scott Crocco	Vice President and Corporate Controller (Principal Accounting Officer)	19 March 2009
* Mario L. Baeza	Director	19 March 2009
* William L. Davis, III	Director	19 March 2009
* Michael J. Donahue	Director	19 March 2009
* Ursula O. Fairbairn	Director	19 March 2009
* W. Douglas Ford	Director	19 March 2009
* Edward E. Hagenlocker	Director	19 March 2009

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Evert Henkes	Director	19 March 2009
* Margaret G. McGlynn	Director	19 March 2009
* Charles H. Noski	Director	19 March 2009
* Lawrence S. Smith	Director	19 March 2009

EXHIBIT INDEX

**Exhibit**

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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.