

AIR PRODUCTS & CHEMICALS INC /DE/

Form 8-K

January 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) January 23, 2008**

**Air Products and Chemicals, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

1-4534

23-1274455

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania

18195-1501

(Address of Principal Executive Offices)

(Zip Code)

(610) 481-4911

Registrant's telephone number, including area code  
not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

The attached exhibit contains a presentation of certain unaudited financial information excluding discontinued operations which is being furnished in accordance with Rule 101(e)(1) under Regulation FD and shall not be deemed to be filed for purposes of Section 18 of the Securities Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Unaudited Historical Financial Information Continuing Operations.

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SIGNATURES

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

Air Products and Chemicals, Inc.  
(Registrant)

Dated: January 23, 2008

By: /s/ Paul E. Huck

Paul E. Huck  
Senior Vice President and Chief  
Financial Officer

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Exhibit Index

Exhibit No.	Description
99.1	Unaudited Historical Financial Information Continuing Operations.

4

F

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH:

5 SOLE VOTING POWER

3,571,887 (1)

---

6 SHARED VOTING POWER

-0-

---

7 SOLE DISPOSITIVE POWER

3,571,887 (1)

---

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,571,887 (1)

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

28.1%

**12** TYPE OF REPORTING PERSON\*

IN

(1) Includes 152,194 shares issuable pursuant to options exercisable within 60 days of December 31, 2004. Also, includes 3,006,551 shares held by Monte Zweben, Trustee of The Zweben Family Revocable Trust UTA dated 10/17/97, as amended, and 413,142 shares held by The Zweben Family Limited Partnership.

\* **SEE INSTRUCTION BEFORE FILLING OUT!**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

Monte Zweben, Trustee of The Zweben Family Revocable Trust UTA dated 10/17/97, as amended

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 3,006,551

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,006,551

WITH: 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,006,551

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

24.0%

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

The Zweben Family Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 413,142

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 413,142

WITH: 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

413,142

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.3%

12 TYPE OF REPORTING PERSON\*

PN

\* SEE INSTRUCTION BEFORE FILLING OUT!

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**Item 1.** (a) Name of Issuer

Blue Martini Software, Inc.

(b) Address of Issuer's Principal Executive Offices

2600 Campus Drive

San Mateo, CA 94403

**Item 2.** (a) Name of Person Filing

Monte Zweben

Monte Zweben, Trustee of The Zweben Family Revocable Trust UTA dated 10/17/97, as amended ( Trust )

The Zweben Family Limited Partnership ( Partnership )

(b) Address of Principal Business Office or, if none, Residence

2600 Campus Drive

San Mateo, CA 94403

(c) Citizenship

Monte Zweben USA

Trust California

Partnership California

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

095698 50 2

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable



**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

## (a) Amount Beneficially Owned:

Monte Zweben	3,571,887 <sup>(1)</sup>
Trust	3,006,551
Partnership	413,142

## (b) Percent of Class:

Monte Zweben	28.1%
Trust	24.0%
Partnership	3.3%

## (c) Number of shares as to which such person has:

## (i) Sole power to vote or to direct the vote:

Monte Zweben	3,571,887 <sup>(1)</sup>
Trust	3,006,551
Partnership	413,142

## (ii) Shared power to vote or to direct the vote:

Monte Zweben	0
Trust	0
Partnership	0

## (iii) Sole power to dispose or to direct the disposition of:

Monte Zweben	3,571,887 <sup>(1)</sup>
Trust	3,006,551
Partnership	413,142

## (iv) Shared power to dispose or to direct the disposition of:

Monte Zweben	0
Trust	0
Partnership	0

<sup>(1)</sup> Includes 152,194 shares issuable pursuant to options exercisable within 60 days of December 31, 2004. Also, includes 3,006,551 shares held by Monte Zweben, Trustee of The Zweben Family Revocable Trust UTA dated 10/17/97, as amended, and 413,142 shares held by The Zweben Family Limited Partnership.

<sup>(1)</sup>

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(1) Includes 152,194 shares issuable pursuant to options exercisable within 60 days of December 31, 2004. Also, includes 3,006,551 shares held by Monte Zweben, Trustee of The Zweben Family Revocable Trust UTA dated 10/17/97, as amended, and 413,142 shares held by The Zweben Family Limited Partnership.

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**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of a Group**

Not applicable

**Item 10. Certification**

Not applicable

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**SIGNATURE**

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.

February 14, 2005

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Date

/s/ Monte Zweben

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Signature

Monte Zweben

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**MONTE ZWEBEN, TRUSTEE OF THE ZWEBEN FAMILY  
REVOCABLE TRUST UTA DATED 10/17/97. AS AMENDED**

/s/ Monte Zweben

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Monte Zweben, Trustee

**THE ZWEBEN FAMILY LIMITED PARTNERSHIP**

/s/ Monte Zweben

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Monte Zweben, General Partner