

AIR PRODUCTS & CHEMICALS INC /DE/  
Form S-8  
March 15, 2012

As filed with the Securities and Exchange Commission on March 15, 2012

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**

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(Address of Principal Executive Offices) (Zip Code)

**Air Products and Chemicals, Inc. Long-Term Incentive Plan**

(Full Title of the Plan)

**Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer**

**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**

<b>Titles of securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>to be</b>	<b>maximum</b>	<b>maximum</b>	<b>Amount of</b>
<b>to be registered</b>	<b>registered</b>	<b>per share</b>	<b>offering price</b>	<b>registration fee</b>
Common Stock, par value \$1	357,876	\$90.01	\$32,212,418.76	\$3,691.54 <sup>(1)</sup>
Options Granted 12/01/11	1,079,860	\$82.64	\$89,239,630.40	\$10,226.87 <sup>(2)</sup>
Total	1,437,736		\$121,452,049.16	\$13,918.41

(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 8 March 2012 (i.e., \$90.01 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.



**EXPLANATORY NOTE**

Air Products and Chemicals, Inc. (the Registrant), has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 1,437,736 additional shares of common stock of the Registrant, for distribution pursuant to the Air Products and Chemicals, Inc. 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 filed with the Securities and Exchange Commission (the SEC) on 14 March 2003, (the Initial Registration) relating to the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the SEC are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended 30 September 2011, filed on 22 November 2011;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended 31 December 2011, filed on 27 January 2012; and
- (c) The Registrant's Current Reports on Form 8-K filed on 21 October 2011, 27 October 2011, 22 November 2011, 24 January 2012, and 27 January 2012.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective date amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

**Item 8. 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 Town of Trexlertown, Commonwealth of Pennsylvania, on this 15<sup>th</sup> day of March 2012.

AIR PRODUCTS AND CHEMICALS, INC.  
(Registrant)

By:                   /s/ Mary T. Afflerbach  
  Mary T. Afflerbach\*  
  Corporate Secretary and Chief Governance

Officer

\* Mary T. Afflerbach, Corporate Secretary and Chief Governance Officer, by signing her 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)	15 March 2012
/s/ Paul E. Huck Paul E. Huck	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	15 March 2012
/s/ M. Scott Crocco M. Scott Crocco	Vice President and Corporate Controller (Principal Accounting Officer)	15 March 2012
* Mario L. Baeza	Director	15 March 2012
* Susan K. Carter	Director	15 March 2012
* William L. Davis, III	Director	15 March 2012
* Chadwick C. Deaton	Director	15 March 2012
* Michael J. Donahue	Director	15 March 2012
* Ursula O. Fairbairn	Director	15 March 2012
* W. Douglas Ford	Director	15 March 2012
* Evert Henkes	Director	15 March 2012

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Margaret G. McGlynn	Director	15 March 2012
* Lawrence S. Smith	Director	15 March 2012

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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.