

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<br>to be registered | Amount to be registered | Proposed maximum<br>offering price per share | Proposed maximum<br>aggregate offering price | Amount of registration fee  |
|--|-------------------------|--|--|-----------------------------|
| Common Stock,<br>par value \$1           | 448,050                 | \$64.44                                      | \$ 28,872,342.00                             | \$ 3,089.34 <sup>(1)</sup>  |
| Options Granted,<br>10/01/05             | 1,856,100               | \$55.33                                      | \$102,698,013.00                             | \$ 10,988.69 <sup>(2)</sup> |
| Options Granted,<br>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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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<br>John P. Jones III | Director, Chairman of the Board, President,<br>and Chief Executive Officer (Principal<br>Executive Officer) | 21 March 2006 |
| /s/ Paul E. Huck<br>Paul E. Huck           | Vice President and Chief Financial Officer<br>(Principal Financial Officer and Accounting<br>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>   |
|------------------------|--------------|---------------|
| *<br>Terrence Murray   | Director     | 21 March 2006 |
| *<br>Charles H. Noski  | Director     | 21 March 2006 |
| *<br>Lawrence S. Smith | Director     | 21 March 2006 |

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|---------|---|------|
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| 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.