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AIR PRODUCTS & CHEMICALS INC /DE/  
Form S-8  
March 24, 2004

As filed with the Securities and Exchange Commission on March 24, 2004

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 registrat fee
Common Stock, par value \$1	1,084,855	\$47.86	\$51,921,160.30	\$6,578.4
Options Granted, 10/1/03	2,576,500	\$45.53	\$117,308,045.00	\$14,862.9
Options Granted, 1/5/04	60,000	\$52.83	\$3,169,800.00	\$401.6
Options Granted, 1/22/04	18,000	\$49.68	\$894,240.00	\$113.3

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3,739,355

\$173,293,245.30

\$21,956.2

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- (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 18 March 2004 (i.e. \$47.86 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. 333-111793 for distribution pursuant to the Plan. Accordingly, the contents of Registration Statement No. 333-111793 are incorporated herein by reference.

EXHIBITS

23. Consent of KPMG LLP.
- 23A. Consent of Arthur Andersen LLP (omitted pursuant to Rule 437a as described in the Exhibit).
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 24th day of March, 2004.

AIR PRODUCTS AND CHEMICALS, INC.  
(Registrant)

By: /s/ W. Douglas Brown

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

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\* 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.

SIGNATURE -----	TITLE -----	DATE -----
<p style="text-align: center;">/s/ John P. Jones III ----- John P. Jones III</p>	<p style="text-align: center;">Director, Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">/s/ Paul E. Huck ----- Paul E. Huck</p>	<p style="text-align: center;">Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- Mario L. Baeza</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- Michael J. Donahue</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- Ursula F. Fairbairn</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- W. Douglas Ford</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- Edward E. Hagenlocker</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- James F. Hardymon</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>
<p style="text-align: center;">* ----- Terrence Murray</p>	<p style="text-align: center;">Director</p>	<p style="text-align: right;">24 March 2004</p>

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SIGNATURE -----	TITLE -----	DATE -----
* ----- Paula G. Rosput	Director	24 March 2004
* ----- Lawrason D. Thomas	Director	24 March 2004

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EXHIBIT INDEX

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- 24. Power of Attorney

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 or under the registrant's Flexible Employee Benefits Trust and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Plans covered by the registration statement are not subject to the requirements of ERISA.

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