

AIR PRODUCTS & CHEMICALS INC /DE/

Form 3

October 03, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Dixon Robert D  
 (Last) (First) (Middle)

7201 HAMILTON BOULEVARD

(Street)

ALLENTOWN, Â PA Â 18195

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 09/29/2006

3. Issuer Name and Ticker or Trading Symbol  
 AIR PRODUCTS & CHEMICALS INC /DE/ [APD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 V.P. and G.M. Merchant Gases

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 8,956.268   | D  | Â   |
| Common Stock                    | 3,505.67  | I  | By RSP <sup>(1)</sup>                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                               | Date Exercisable       | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------|------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| 1998 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2007      | Common Stock | 5,000                      | \$ <u>(2)</u>       | D   | Â |
| 1998 Stock Options <u>(3)</u> | 08/08/1988 <u>(4)</u>  | 10/02/2007      | Common Stock | 5,000                      | \$ 41.31            | D   | Â |
| 1999 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2008      | Common Stock | 7,000                      | \$ <u>(2)</u>       | D   | Â |
| 1999 Stock Options <u>(3)</u> | 08/08/1988 <u>(5)</u>  | 10/02/2008      | Common Stock | 7,000                      | \$ 29.47            | D   | Â |
| 2000 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2009      | Common Stock | 7,000                      | \$ <u>(2)</u>       | D   | Â |
| 2000 Stock Options <u>(3)</u> | 08/08/1988 <u>(6)</u>  | 10/02/2009      | Common Stock | 7,000                      | \$ 28.78            | D   | Â |
| 2001 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/03/2010      | Common Stock | 13,000                     | \$ <u>(2)</u>       | D   | Â |
| 2001 Stock Options <u>(3)</u> | 08/08/1988 <u>(7)</u>  | 10/03/2010      | Common Stock | 13,000                     | \$ 35.82            | D   | Â |
| Rights 2006 <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/04/2015      | Common Stock | 9,500                      | \$ <u>(2)</u>       | D   | Â |
| 2002 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2011      | Common Stock | 14,000                     | \$ <u>(2)</u>       | D   | Â |
| 2002 Stock Options <u>(3)</u> | 08/08/1988 <u>(8)</u>  | 10/02/2011      | Common Stock | 14,000                     | \$ 38.02            | D   | Â |
| 2003 Rights <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2012      | Common Stock | 14,000                     | \$ <u>(2)</u>       | D   | Â |
| 2003 Stock Options <u>(3)</u> | 08/08/1988 <u>(9)</u>  | 10/02/2012      | Common Stock | 14,000                     | \$ 43.09            | D   | Â |
| 2004 Stock Options <u>(3)</u> | 08/08/1988 <u>(10)</u> | 10/02/2013      | Common Stock | 12,000                     | \$ 45.53            | D   | Â |
| 2005 Stock Options <u>(3)</u> | 08/08/1988 <u>(11)</u> | 10/02/2014      | Common Stock | 13,200                     | \$ 54.17            | D   | Â |
| 2006 Stock Options <u>(3)</u> | 08/08/1988 <u>(12)</u> | 10/04/2015      | Common Stock | 9,500                      | \$ 55.33            | D   | Â |
| Rights 2004 <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2013      | Common Stock | 12,000                     | \$ <u>(2)</u>       | D   | Â |
| Rights 2005 <u>(2)</u>        | 08/08/1988 <u>(2)</u>  | 10/02/2014      | Common Stock | 13,200                     | \$ <u>(2)</u>       | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |                                   |
|--|---------------|-----------|---------|-----------------------------------|
|  | Director      | 10% Owner | Officer | Other                             |
| Dixon Robert D<br>7201 HAMILTON BOULEVARD<br>ALLENTOWN, PA 18195 | Â             | Â         | Â       | V.P. and G.M. Merchant Gases<br>Â |

## Signatures

By: Linda M. Svoboda as Attorney  
in Fact

09/29/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares represented by units of interest in the Company Stock Fund held under the issuer's Retirement Savings Plan.  
The Options include contractual rights (Rights) similar to employee restricted appreciation rights with exercise dates only during a 30 day period following a change in control of the Company (as defined in the LTIP). Exercise of Rights cancels the related Options on a one-for-one basis and entitles the reporting person to receive a cash payment equal to the fair market value of a share of Common Stock on the date of exercise (as defined in the LTIP) minus the option exercise price.
  - (2) Employee Stock Options (Options) granted under the issuer's Long-Term Incentive Plan (LTIP). Exercise of these Options cancels the related Rights described herein on a one-for-one basis.
  - (3) One-third became exercisable 10/1/98; one-third became exercisable 10/1/99; and one-third became exercisable 10/1/00.
  - (4) One-third became exercisable 10/1/99; one-third became exercisable 10/1/00; and one-third became exercisable 10/1/01.
  - (5) One-third became exercisable 10/01/00; one-third became exercisable 10/01/01; and one-third became exercisable 10/1/02.
  - (6) One-third became exercisable 10/02/01; one-third became exercisable 10/1/02; and one-third became exercisable 10/1/03.
  - (7) One-third became exercisable 10/1/02; one-third became exercisable 10/1/03; and one-third became exercisable 10/1/04.
  - (8) One-third became exercisable 10/1/03; one-third became exercisable 10/1/04; and one-third became exercisable 10/1/05.
  - (9) One-third became exercisable 10/1/04; one-third became exercisable 10/1/05; and one-third became exercisable 10/1/06.
  - (10) One-third became exercisable 10/1/05; one-third became exercisable 10/1/06; and one-third became exercisable 10/1/07.
  - (11) One-third became exercisable 10/3/06; one-third became exercisable 10/3/07; and one-third became exercisable 10/3/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.