#### Edgar Filing: AIR PRODUCTS & CHEMICALS INC /DE/ - Form 4

#### AIR PRODUCTS & CHEMICALS INC /DE/

Form 4 October 03, 2007

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dixon Robert D Issuer Symbol AIR PRODUCTS & CHEMICALS (Check all applicable) INC /DE/ [APD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) 7201 HAMILTON BOULEVARD 10/01/2007 V.P. and G.M. Merchant Gases (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ALLENTOWN, PA 18195 Person

(City)	(State) (Z	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Disposed	ed (A) or		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	10/01/2007		A	5,058	A	\$0	15,514.27	D		
Common Stock	10/02/2007		A	1,138	A	\$0	16,652.27	D		
Common Stock	10/02/2007(1)		J	6.91 (2)	A	\$0	16,659.18	D		
Common Stock	10/02/2007(1)		J	86.78	A	\$0	3,592.45	I	By RSP (3)	

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

**OMB APPROVAL** 

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
2008 Rights (4)	<u>(4)</u>	10/01/2007		A	12,043	08/08/1988(5)	10/02/2017	Common Stock	12,043
2008 Stock Options	\$ 98.85	10/01/2007		A	12,043	08/08/1988(7)	10/02/2017	Common Stock	12,043

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dixon Robert D 7201 HAMILTON BOULEVARD ALLENTOWN, PA 18195

V.P. and G.M. Merchant Gases

## **Signatures**

By: Linda M. Svoboda as Attorney in Fact

10/03/2007

Date

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Transactions not required to be reported since last filing.
- (2) Shares acquired with cash dividends under the issuer's Dividend Reinvestment and Direct Stock Purchase and Sale Plan.
- (3) Shares represented by units of interest in the Company Stock Fund held under the issuer's Retirement Savings Plan.
- (4) 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

Reporting Owners 2

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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 int he LTIP) minus the option exercise price.

- (5) Rights have exercise dates only during a 30 day period following a change in control of the Company (as defined in the LTIP).
- (6) 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.
- (7) One-third become exercisable on 10/1/2008; one-third become exercisable on 10/1/2009; and one-third become exercisable on 10/1/2010. 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.