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AIR PRODUCTS & CHEMICALS INC /DE/

Form 4 October 05, 2005

FORM 4

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MINELLA LYNN C			2. Issuer Name and Ticker or Trading Symbol AIR PRODUCTS & CHEMICALS INC /DE/ [APD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 7201 HAM	(First) (M	(N	. Date of E Month/Day 0/03/200	•			Director 10% Owner Officer (give title Other (specify below) V.P. Human Resources			
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table 1	I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if () (y/Year) (3. Transaction Code (Instr. 8) Code V	4. Securitie on(A) or Disp (Instr. 3, 4 and Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	10/04/2005			A	3,500	A	\$ 0	9,500	D	
Common Stock	10/03/2005(1)			J	14.1733 (1)	A	\$0	92.6896	I	By RSSOP (2)

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

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OMB APPROVAL

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January 31,

2005

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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
2006 Stock Options	\$ 55.33	10/03/2005		A	30,000	08/08/1988(4)	10/04/2015	Common Stock	30,000
Rights 2006 (5)	<u>(5)</u>	10/03/2005		A	30,000	08/08/1988(5)	10/04/2015	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

MINELLA LYNN C 7201 HAMILTON BOULEVARD ALLENTOWN, PA 18195

V.P. Human Resources

Signatures

By: Linda M. Svoboda as Attorny in Fact 10/05/2005

**Signature of Reporting Person Date

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 represented by units of interest in the Company Stock Fund held under the issuer's Retirement Savings Plan.
- (3) 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.
- (4) One-third become exercisable 10/3/06; one-third become exercisable 10/3/07; and one-third become exercisable 10/3/08.
- 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 int he LTIP) minus the option exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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