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

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

Form 4 October 04, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

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

**SECURITIES** 

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \* Marsland John W

(First)

(State)

10/03/2006

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AIR PRODUCTS & CHEMICALS INC /DE/ [APD]

3. Date of Earliest Transaction

(Month/Day/Year) 10/02/2006

7201 HAMILTON BOULEVARD (Street)

(Middle)

(Zip)

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

3.

V. P. and G. M. 6. Individual or Joint/Group Filing(Check

X\_ Officer (give title

Director

below)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(Check all applicable)

10% Owner

Other (specify

ALLENTOWN, PA 18195

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

A 900 Α \$0 3,666 D

Common 379.68 I By RSP Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number on 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2007 Stock Options	\$ 67.23	10/02/2006		A	8,000	08/08/1988(2)	10/03/2016	Common Stock	8,000
Rights 2007 (3)	(3)	10/02/2006		A	8,000	08/08/1988(3)	10/03/2016	Common Stock	8,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Marsland John W								

7201 HAMILTON BOULEVARD ALLENTOWN, PA 18195

V. P. and G. M.

### **Signatures**

By: Linda M. Svoboda as Attorney in Fact 10/04/2006

\*\*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) 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.
- (2) One-third become exercisable on 10/2/07; one-third become exercisable on 10/2/08; and one-third become exercisable on 10/2/09.
- 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. 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.

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