

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended 31 March 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-4534

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

23-1274455

(State of Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code 610-481-4911

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at 30 May 2001
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Common Stock, \$1 par value	227,751,240

FORM 10-Q/A

AMENDMENT NO. 1

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Form 10-Q for the quarterly period ended March 31, 2001 as set forth in the pages attached hereto:

(list all such items, financial statements, exhibits or other portions amended)

AIR PRODUCTS AND CHEMICALS, INC.

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PART II. OTHER INFORMATION

- Item 4. Submission of Matters to a Vote of Security-Holders
- a. The Annual Meeting of Shareholders of the Registrant was held on 25 January 2001.
 - b. The following directors were elected at the meeting: James F. Hardymon, Charles H. Noski, Paula G. Rosput, and Lawrason D. Thomas. Directors whose term of office continued after the meeting include: Robert Cizik, Ursula F. Fairbairn, John P. Jones III, Mario L. Baeza, L. Paul Bremer III, Edward E. Hagenlocker, and Terry R. Lautenbach.
 - c. The following matters were voted on at the Annual Meeting:
 1. Election of Directors

NAME OF DIRECTOR	NUMBER OF VOTES CAST			
	FOR	AGAINST OR WITHHELD	ABSTENTIONS	BROKER NON- VOTES
J. F. Hardymon	206,273,279	2,302,838	0	0
C. H. Noski	206,234,821	2,341,296	0	0
P. G. Rosput	206,184,521	2,391,596	0	0
L. D. Thomas	206,244,213	2,331,904	0	0

2. Ratification of the appointment of Arthur Andersen LLP of Philadelphia, Pennsylvania, as independent certified public accountants for the Registrant for the fiscal year ending 30 September 2001.

NUMBER OF VOTES CAST			
FOR	AGAINST OR WITHHELD	ABSTENTIONS	BROKER NON-VOTES
207,079,466	626,457	870,194	0

3. Approval of 2002 Amendments to the Long-Term Incentive Plan.

NUMBER OF VOTES CAST			
FOR	AGAINST OR WITHHELD	ABSTENTIONS	BROKER NON-VOTES
195,483,375	11,201,934	1,890,808	0

4. Approval of the Internal Revenue Code 162(M) Annual Incentive Plan Terms

NUMBER OF VOTES CAST			
FOR	AGAINST OR WITHHELD	ABSTENTIONS	BROKER NON-VOTES
201,291,342	5,244,145	2,040,630	0

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Air Products and Chemicals, Inc.

(Registrant)

Date: May 30, 2001

By: /s/ L. J. Daley

L. J. Daley
Vice President - Finance and Controller
(Chief Financial Officer)