

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u><a href="#">MINELLA LYNN C</a></u>			2. Issuer Name and Ticker or Trading Symbol <u><a href="#">AIR PRODUCTS &amp; CHEMICALS INC</a></u> <u><a href="#">/DE/ [ APD ]</a></u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u><a href="#">V.P. Human Resources</a></u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u><a href="#">10/01/2004</a></u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
7201 HAMILTON BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u><a href="#">ALLENTOWN PA 18195</a></u>								
(City) (State) (Zip)								

**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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u><a href="#">Common Stock</a></u>	<u><a href="#">10/04/2004</a></u>		<u><a href="#">A</a></u>		<u><a href="#">3,000</a></u>	<u><a href="#">A</a></u>	<u><a href="#">\$0</a></u>	<u><a href="#">6,000</a></u>	<u><a href="#">D</a></u>	
<u><a href="#">Common Stock</a></u>	<u><a href="#">10/04/2004<sup>(1)</sup></a></u>		<u><a href="#">J</a></u>		<u><a href="#">78.5163</a></u>	<u><a href="#">A</a></u>	<u><a href="#">\$0</a></u>	<u><a href="#">78.5163</a></u>	<u><a href="#">I</a></u>	<u><a href="#">By RSSOP<sup>(2)</sup></a></u>

**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. Transaction Code (Instr. 8)		5. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u><a href="#">2005 Stock Options<sup>(3)</sup></a></u>	<u><a href="#">\$54.17</a></u>	<u><a href="#">10/01/2004</a></u>		<u><a href="#">A</a></u>		<u><a href="#">40,000</a></u>		<u><a href="#">08/08/1988<sup>(4)</sup></a></u>	<u><a href="#">10/02/2014</a></u>	<u><a href="#">Common Stock</a></u>	<u><a href="#">40,000</a></u>	<u><a href="#">\$0</a></u>	<u><a href="#">40,000</a></u>	<u><a href="#">D</a></u>	
<u><a href="#">Rights 2005<sup>(5)</sup></a></u>	<u><a href="#">\$0.00<sup>(5)</sup></a></u>	<u><a href="#">10/01/2004</a></u>		<u><a href="#">A</a></u>		<u><a href="#">40,000</a></u>		<u><a href="#">08/08/1988<sup>(5)</sup></a></u>	<u><a href="#">10/02/2014</a></u>	<u><a href="#">Common Stock</a></u>	<u><a href="#">40,000</a></u>	<u><a href="#">\$0</a></u>	<u><a href="#">40,000</a></u>	<u><a href="#">D</a></u>	

**Explanation of Responses:**

- Transactions not required to be reported since last filing.
- Shares represented by units of interest in the Company Stock Fund held under the issuer's Retirement Savings and Stock Ownership Plan.
- 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.
- One-third become exercisable 10/1/05; one-third become exercisable 10/1/06; and one-third become exercisable 10/1/07.
- 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.

[By: Linda M. Svoboda as Attorney in Fact](#)      [10/04/2004](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.