

AIR PRODUCTS AND CHEMICALS, INC.
 MEDIUM-TERM NOTES, SERIES C
 DUE FROM 9 MONTHS TO 10 YEARS FROM DATE OF ISSUE
 FLOATING-RATE NOTES

Trade Date: 04 February 1994
 Original Issue Date: 18 February 1994
 Maturity Date: 16 February 1996

Issue Price: 100%
 Principal Amount: \$10,000,000

Agent: CS First Boston Corporation
 Agent's Commission: None

Net Proceeds to Issuer: \$10,000,000

Form: Book-Entry Certificated
 Global Note: Yes No
 Depository: The Depository Trust Company

Specified Currency: U.S. Dollars

(If other than U.S. Dollars,
 see attached)

Exchange Rate Agent: N/A
 U.S. Dollar Payment Options: N/A

Original Yield to Maturity: N/A
 Total Amount of OID: N/A
 Base Rate: Commercial Paper Rate
 LIBOR
 Treasury Rate
 Other: 2-Year Treasury Constant Maturity rate - see "Interest Rate Calculation - Determination of 2-Year CMT Rate" below

Initial Interest Rate: See "Interest Rate Calculation" below

Interest Payment Dates: Each 16 February, 16 May, 16 August, and 16 November, commencing 16 May 1994

Reset Period: Quarterly. See "Interest Rate Calculation" below
 Interest Reset Dates: Each 16 February, 16 May, 16 August, and 16 November; provided, the first Interest Reset Date shall be 18 February 1994

Interest Determination Dates: See "Interest Rate Calculation" below

Index Maturity: N/A

Maximum Interest Rate: N/A
 Minimum Interest Rate: Zero
 Spread: See "Interest Rate Calculation" below
 Spread Multiplier: See "Interest Rate Calculation" below

Calculation Agent: CS First Boston Corporation

Redemption: Check box opposite applicable sentence.
 The Notes cannot be redeemed prior to maturity.
 The Notes may be redeemed prior to maturity.
 Terms of Redemption: N/A

Repayment: Check the box opposite applicable sentence.
 The Notes cannot be repaid prior to maturity.
 The Notes may be repaid prior to maturity.
 Terms of Repayment: N/A

Interest Rate Calculation:

The interest rate on the Notes will be adjusted quarterly as of the first day of each Reset Period (as defined below) (each, an "Interest Reset Date"). Interest on the Notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Each interest payment will include interest accrued from and including 18 February 1994 or the preceding Interest Payment Date, as the case may be, to but excluding the relevant Interest Payment Date or the Maturity Date, as the case may be (each such period, a "Reset Period").

For each Reset Period during the period from 18 February 1994 to 16 February 1995, the interest rate on the Notes, expressed as a percentage per annum rounded to five decimal places, shall be equal to the 2-Year CMT Rate (as defined below) plus .25% times the Accrual Adjustment (determined as described below), expressed as $(2\text{-Year CMT Rate} + .25\%) \times \text{Accrual Adjustment}$. For each Reset Period during the period from 16 February 1995 to 16 February 1996, the interest rate on the Notes, expressed as a percentage per annum rounded to five decimal places, shall be equal to the 2-Year CMT Rate plus 1.00% times the Accrual Adjustment, expressed as $(2\text{-Year CMT Rate} + 1.00\%) \times \text{Accrual Adjustment}$. The interest rate for any Reset Period may not be less than zero.

Determination of Accrual Adjustment. For each Reset Period, the Accrual Adjustment shall be a fraction, the numerator of which is the number of New York Business Days (as defined below) during such Reset Period that the 2-Year CMT Rate is within the Range (as set forth below) and the denominator of which is the total number of New York Business Days in such Reset Period.

For Interest Periods from and including -----	to but excluding -----	Range	
		greater than or equal to -----	and less than or equal to -----
18 February 1994	16 August 1994	3.65%	5.10%
16 August 1994	16 February 1995	3.85%	5.35%
16 February 1995	16 August 1995	3.85%	5.60%
16 August 1995	16 February 1996	3.85%	6.10%

Determination of 2-Year CMT Rate. For each New York Business Day and Interest Reset Date, the "2-Year CMT Rate" shall be the yield on Treasury Constant Maturities for two (2) years that appears for the day that is nine (9) New York Business Days prior to such New York Business Day or Interest Reset Date, as the case may be, on Telerate Page 7059 (as defined below) as of 3:45 PM New York time. If, for any New York Business Day or Interest Reset Date, no 2-Year CMT Rate is published on Telerate Page 7059, then the 2-Year CMT Rate shall be the yield on Treasury Constant Maturities for two (2) years that appears for the day that is nine (9) New York Business Days prior to such New York Business Day or Interest Reset Date, as the case may be, in the Federal Reserve Statistical Release H.15(519), usually published weekly, or any successor publication designated by the Federal Reserve System, for the purpose of publishing such yields ("H.15(519)"). If, in turn, the 2-Year CMT Rate has not been published in the relevant H.15(519) for a New York Business Day or Interest Reset Date, the Calculation Agent shall obtain bid quotations for the U.S. Government Treasury Note closest to two (2) year maturity from three U.S. Government Treasury dealers (such quotations will be rounded to 5 decimal places). The 2-Year CMT Rate shall be the arithmetic mean of the quotations so obtained, or the single rate quoted, as the case may be. In the event no quotations are available, the Calculation Agent shall determine the 2-Year CMT Rate in its sole discretion.

"Telerate Page 7059" shall mean the page so designated on the Dow Jones Telerate Service (or such other page as may replace that page on that service) for the purpose of displaying the yield on Treasury Constant Maturities for two (2) years.

"New York Business Day" shall mean any day other than a Saturday or Sunday or a day on which banking institutions in New York City are authorized or required by law or executive order to close.

Additional Terms:

The Agent may be deemed to be an "underwriter" within the meaning of the Securities Act of 1933, as amended (the "Act"). The Company has agreed to indemnify the Agent against certain liabilities, including liabilities under the Act. The Company has agreed to reimburse the Agent for certain expenses, including fees and disbursements of counsel to the Agent. The Agent may sell to or through dealers who may resell to investors. The Agent may pay all or part of its commission to such dealers. Such dealers may be deemed to be "underwriters" within the meaning of the Act.