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

#### SCHEDULE 13G

#### UNDER THE SECURITIES EXCHANGE ACT OF 1934 ANNUAL FILING

AIR PRODUCTS AND CHEMICALS, INC. (NAME OF ISSUER) COMMON (TITLE CLASS OF SECURITIES) 009158106 (CUSIP NUMBER) 12/31/2003 (DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

(X)	RULE 13D-1(B)
( )	RULE 13D-1(C)
()	RULE 13D-1(D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST COMPANY, ACTING IN VARIOUS FIDUCIARY CAPACITIES. 04-1867445

13G

PAGE 2 OF 5 PAGES

A. B

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*

NOT APPLICABLE

3. SEC USE ONLY

CUSIP NO. 009158106

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

- 5. SOLE VOTING POWER 6,579,677 SHARES
- 6. SHARED VOTING POWER
- 7,886,851 SHARES
- 7. SOLE DISPOSITIVE POWER 6,906,710 SHARES

- SHARED DISPOSITIVE POWER 8,110,243 SHARES
   AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 15,016,953 SHARES
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
  SHARES\*
- NOT APPLICABLE 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.6 %
- 12. TYPE OF REPORTING PERSON\* BK

SCHEDULE 13G

PAGE 3 OF 5 PAGES

- ITEM 1.
  - (A) NAME OF ISSUER AIR PRODUCTS AND CHEMICALS, INC.
  - (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 7201 HAMILTON BLVD. ALLENTOWN PA 18195-1501
- ITEM 2.
  - (A) NAME OF PERSON FILING STATE STREET BANK AND TRUST COMPANY, TRUSTEE
  - (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

- (D) TITLE CLASS OF SECURITIES COMMON
- (E) CUSIP NUMBER 009158106
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:
  - (B) \_X\_ BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

SCHEDULE 13G

PAGE 4 OF 5 PAGES

- ITEM 4. OWNERSHIP
  - (A) AMOUNT BENEFICIALLY OWNED 15,016,953 SHARES
- (B) PERCENT OF CLASS 6.6%
  - (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF
  - 6,579,677 SHARES
  - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF 7,886,851 SHARES
  - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 6,906,710 SHARES
  - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 8,110,243 SHARES
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY NOT APPLICABLE

## ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

# ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

SCHEDULE 13G

PAGE 5 OF 5 PAGES

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

## SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

5 FEBRUARY 2004

STATE STREET CORPORATION STATE STREET BANK AND TRUST COMPANY, TRUSTEE

> /s/ SUSAN C. DANIELS VICE PRESIDENT