

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

23-1274455

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

7201 Hamilton Boulevard, Allentown, Pennsylvania

18195-1501

(Address of Principal Executive Offices) (Zip Code)

This form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1). |_|

This form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2). |_|

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Preferred Stock Purchase Rights

New York

Pacific

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Pursuant to Section 12(a) of the Rights Agreement (the "Rights Agreement") dated as of March 19, 1998, between Air Products and Chemicals, Inc. (the "Company") and the First Chicago Trust Company of New York, as Rights Agent, the Board of Directors of the Company, in connection with the two-for-one split of the Company's common stock which occurred on June 15, 1998, (the "Stock Split"), determined that certain adjustments to the terms of the Rights issued pursuant to the Rights Agreement were appropriate, in order to preserve, without increasing or decreasing, the benefits accruing to the holders of the Rights following the Stock Split. The Board of Directors of the Company therefore unanimously approved resolutions authorizing the following adjustments to the terms of the Rights: (i) the Purchase Price per Right was halved from \$345.00 to \$172.50; (ii) the number of Preferred Shares issuable upon the exercise of each Right was halved from one one-thousandth (1/1000th) to one two-thousandth (1/2000th) of a share of Preferred Stock; and (iii) the Redemption Price of each

Right was halved from \$0.01 to \$0.005. Capitalized terms used and not defined herein have the meanings given to them in the Rights Agreement.

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)

Dated: 16 July 1998

By: /s/ James H. Agger

James H. Agger
Senior Vice President