

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

FORM 10-Q

(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 2000

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

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 8 May 2000
-----	-----
Common Stock, \$1 par value	229,305,191

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
INDEX

Page No.

Part I. Financial Information

Consolidated Balance Sheets - 31 March 2000 and 30 September 1999	4
Consolidated Income - Three Months and Six Months Ended 31 March 2000 and 1999	5
Consolidated Statement of Comprehensive Income Three Months and Six Months Ended 31 March 2000 and 1999	6
Consolidated Cash Flows - Six Months Ended 31 March 2000 and 1999	7
Summary by Business Segments - Three Months and Six Months Ended 31 March 2000 and 1999.....	8
Summary by Geographic Regions - Three Months and Six Months Ended 31 March 2000 and 1999.....	11

Notes to Consolidated Financial Statements	12
Management's Discussion and Analysis	14
Part II. Other Information	
Item 4. Submission of Matters to a Vote of Security-Holders.....	24
Item 6. Exhibits and Reports on Form 8-K	25
Signatures	26

REMARKS:

The consolidated financial statements of Air Products and Chemicals, Inc. and its subsidiaries (the "Company" or "Registrant") included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company, the accompanying statements reflect all adjustments necessary to present fairly the financial position, results of operations and cash flows for those periods indicated, and contain adequate disclosure to make the information presented not misleading. Such adjustments are of a normal, recurring nature unless otherwise disclosed in the notes to consolidated financial statements. However, the results for the periods indicated herein reflect certain adjustments, such as the valuation of inventories on the LIFO cost basis, which can only be finally determined on an annual basis. It is suggested that these consolidated condensed financial statements be read in

conjunction with the financial statements and notes thereto included in the Company's latest annual report on Form 10-K.

Results of operations for any three month or six month period are not necessarily indicative of the results of operations for a full year.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

(Millions of dollars)

ASSETS	31 March 2000 (Unaudited)	30 September 1999
CURRENT ASSETS		
Cash and cash items	\$ 92.6	\$ 61.6
Trade receivables, less allowances for doubtful accounts	923.1	894.7
Inventories	429.7	424.9
Contracts in progress, less progress billings	68.0	79.8
Other current assets	381.3	321.4
TOTAL CURRENT ASSETS	1,894.7	1,782.4
INVESTMENTS IN NET ASSETS OF AND ADVANCES TO EQUITY AFFILIATES		
OTHER INVESTMENTS AND ADVANCES	46.3	38.4
PLANT AND EQUIPMENT, at cost		
Less - Accumulated depreciation	10,491.3	10,187.9
	5,120.7	4,995.0
PLANT AND EQUIPMENT, net	5,370.6	5,192.9
GOODWILL		
OTHER NONCURRENT ASSETS	332.6	350.4
	420.2	350.0
TOTAL ASSETS	\$8,570.3	\$8,235.5
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Payables, trade and other	\$ 538.3	\$ 505.8
Accrued liabilities	377.4	407.0
Unrealized loss on forward contracts related to BOC transaction	188.7	--
Accrued income taxes	49.3	64.4
Short-term borrowings	440.6	407.6
Current portion of long-term debt	115.3	473.0
TOTAL CURRENT LIABILITIES	1,709.6	1,857.8
LONG-TERM DEBT		
DEFERRED INCOME & OTHER NONCURRENT LIABILITIES	2,506.9	1,961.6
DEFERRED INCOME TAXES	566.8	596.1
	744.2	731.1
TOTAL LIABILITIES	5,527.5	5,146.6
MINORITY INTERESTS IN SUBSIDIARY COMPANIES		
	119.5	127.3
SHAREHOLDERS' EQUITY		
Common stock, par value \$1 per share	249.4	249.4
Capital in excess of par value	342.1	341.5
Retained earnings	3,723.2	3,701.8
Accumulated other comprehensive income	(340.4)	(274.4)
Treasury Stock, at cost	(681.6)	(681.6)
Shares in trust	(369.4)	(375.1)
TOTAL SHAREHOLDERS' EQUITY	2,923.3	2,961.6
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$8,570.3	\$8,235.5

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED INCOME
(Unaudited)

(Millions of dollars, except per share)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
SALES AND OTHER INCOME				
Sales	\$1,347.2	\$1,253.3	\$2,611.6	\$2,527.9
Other income(expense),net	7.1	4.5	13.9	9.4
	1,354.3	1,257.8	2,625.5	2,537.3
COSTS AND EXPENSES				
Cost of sales	925.6	877.5	1,802.7	1,753.1
Selling and administrative	179.9	168.3	347.7	351.5
Research and development	29.9	29.3	60.0	61.0
	218.9	182.7	415.1	371.7
OPERATING INCOME				
Income from equity affiliates, net of related expenses	21.3	14.1	41.6	23.9
Net gain (loss) on formation of polymer venture	--	(.1)	--	31.1
Loss on currency hedges related to BOC transaction and expenses	134.7	--	247.9	--
Interest expense	46.8	40.4	88.1	80.8
	58.7	156.3	120.7	345.9
INCOME BEFORE TAXES AND MINORITY INTEREST				
Income taxes	8.3	45.1	17.4	105.0
Minority interest(a)	2.8	4.3	5.1	7.6
	\$47.6	\$106.9	\$98.2	\$233.3
NET INCOME				
=====				
BASIC EARNINGS PER COMMON SHARE	\$.22	\$.51	\$.46	\$1.10
DILUTED EARNINGS PER COMMON SHARE				
	\$.22	\$.50	\$.46	\$1.08
WEIGHTED AVERAGE NUMBER OF COMMON SHARES (in millions)				
	213.3	211.6	213.2	211.5
WEIGHTED AVERAGE NUMBER OF COMMON AND COMMON EQUIVALENT SHARES (in millions)(b)				
	215.4	215.1	215.5	215.3
DIVIDENDS DECLARED PER COMMON SHARE - Cash				
	\$.18	\$.17	\$.36	\$.34

(a) Minority interest primarily includes before-tax amounts.

(b) The dilution of earnings per common share is due mainly to the impact of unexercised stock options.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Unaudited)

(Millions of dollars)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
NET INCOME	\$47.6	\$106.9	\$98.2	\$233.3
OTHER COMPREHENSIVE INCOME (LOSS), net of tax				
Foreign currency translation adjustments	(18.5)	(80.6)	(63.3)	(56.3)
Unrealized gains (losses) on investments:				
Unrealized holding gains (losses) arising during the period	1.3	.2	(2.7)	4.1
Less: reclassification adjustment for gains included in net income	--	--	--	--
Net unrealized gains (losses) on investments	1.3	.2	(2.7)	4.1
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	(17.2)	(80.4)	(66.0)	(52.2)
COMPREHENSIVE INCOME	\$30.4	\$26.5	\$32.2	\$181.1

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED CASH FLOWS
(Unaudited)

(Millions of dollars)

	Six Months Ended 31 March	
	2000	1999
OPERATING ACTIVITIES		
Net Income	\$98.2	\$233.3
Adjustments to reconcile income to cash provided by operating activities:		
Depreciation	276.3	261.3
Deferred income taxes	12.9	31.9
Gain on formation of polymer venture	--	(31.1)
(Gain) loss on currency hedges related to BOC transaction	201.3	--
Undistributed (earnings) of unconsolidated affiliates	(25.5)	(4.6)
(Gain) loss on sale of assets and investments	(10.9)	1.6
Other	35.9	66.0
Working capital changes that provided (used) cash, net of effects of acquisitions:		
Trade receivables	(41.5)	(18.7)
Inventories and contracts in progress	6.8	(40.2)
Payables, trade and other	30.7	45.7
Other	(82.6)	4.5
CASH PROVIDED BY OPERATING ACTIVITIES	501.6	549.7
INVESTING ACTIVITIES		
Additions to plant and equipment(a)	(378.6)	(450.9)
Acquisitions, less cash acquired(b)	(168.7)	(22.4)
Investment in and advances to unconsolidated affiliates	(16.5)	(66.0)
Proceeds from sale of assets and investments	30.0	31.3
Other	(15.3)	19.8
CASH USED FOR INVESTING ACTIVITIES	(549.1)	(488.2)
FINANCING ACTIVITIES		
Long-term debt proceeds	507.5	51.5
Payments on long-term debt	(369.6)	(31.7)
Net increase (decrease) in commercial paper	(25.0)	11.4
Net increase in other short-term borrowings	35.5	9.2
Dividends paid to shareholders	(76.8)	(71.9)
Purchase of Treasury Stock	--	(24.6)
Other	1.8	19.6
CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	73.4	(36.5)
Effect of Exchange Rate Changes on Cash	5.1	(1.0)
Increase in Cash and Cash Items	31.0	24.0
Cash and Cash Items - Beginning of Year	61.6	61.5
Cash and Cash Items - End of Period	\$92.6	\$85.5

(a) Excludes capital lease additions of \$16.0 million and \$2.0 million in fiscal 2000 and 1999, respectively.

(b) Excludes \$24.2 million of long-term debt assumed in an acquisition in fiscal 2000.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
SUMMARY BY BUSINESS SEGMENTS
(Unaudited)

Business segment information is shown below:

(Millions of dollars)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
Revenues from external customers				
Gases	\$842.1	\$735.2	\$1,622.7	\$1,488.5
Equipment	53.8	101.2	104.4	220.7
Chemicals	451.3	416.9	884.5	818.7
Segment Totals	1,347.2	1,253.3	2,611.6	2,527.9
Consolidated Totals	\$1,347.2	\$1,253.3	\$2,611.6	\$2,527.9
Operating income				
Gases	\$171.0(a)	\$137.2	\$324.3(a)	\$258.7(d)
Equipment	5.6	6.9	6.8	29.7(d)
Chemicals	50.0(b)	43.4(c)	101.6(b)	94.2(c)(d)
Segment Totals	226.6	187.5	432.7	382.6
Corporate research and development and other income/(expense)	(7.7)	(4.8)	(17.6)	(10.9)(d)
Consolidated Totals	\$218.9	\$182.7	\$415.1	\$371.7
Operating income (excluding special items)				
Gases	\$164.7	\$137.2	\$318.0	\$275.0
Equipment	5.6	6.9	6.8	31.6
Chemicals	58.7	53.7	110.3	106.1
Segment Totals	229.0	197.8	435.1	412.7
Corporate research and development and other income/(expense)	(7.7)	(4.8)	(17.6)	(10.4)
Consolidated Totals	\$221.3	\$193.0	\$417.5	\$402.3
Equity affiliates' income				
Gases	\$17.8	\$10.5	\$34.2	\$17.2
Equipment	.5	.2	.8	.7
Chemicals	3.1	3.4	6.7	5.5
Other	(.1)	--	(.1)	.5
Segment Totals	21.3	14.1	41.6	23.9
Consolidated Totals	\$21.3	\$14.1	\$41.6	\$23.9

(Millions of dollars)	Six Months Ended	
	2000	31 March 1999
Total assets		
Gases	\$6,243.1	\$5,548.5
Equipment	217.2	296.3
Chemicals	1,712.7	1,749.3
Segment Totals	8,173.0	7,594.1
Corporate assets	397.3	199.5
Consolidated Totals	\$8,570.3	\$7,793.6
Operating Return On Net Assets (ORONA)		
Gases	10.8%	11.0%
Equipment	4.7%	22.6%
Chemicals	12.8%	14.9%
Segment Totals	11.0%	12.4%
Consolidated Totals	10.1%	11.6%

- (a) The results for the three and six months ended 31 March 2000 include a gain on the sale of packaged gas facilities of \$6.3 million.
- (b) The results for the three and six months ended 31 March 2000 include the cost reduction charge of \$8.7 million.
- (c) The results for the three and six months ended 31 March 1999 include a charge of \$10.3 million primarily related to Chemicals facility closure costs.
- (d) The results for the six months ended 31 March 1999 include the cost reduction charge in Gases (\$16.3 million), Equipment (\$1.9 million), Chemicals (\$1.6 million), and Corporate (\$.5 million).

A reconciliation of total segment operating income to consolidated income before income taxes and minority interest is as follows:

(Millions of dollars)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
Total segment operating income	\$226.6	\$187.5	\$432.7	\$382.6
Corporate research and development and other income/(expense)	(7.7)	(4.8)	(17.6)	(10.9)
Consolidated operating income	218.9	182.7	415.1	371.7
Segment equity affiliates' income	21.3	14.1	41.6	23.9
Net gain (loss) on formation of polymer venture	--	(.1)	--	31.1
Loss on currency hedges related to BOC transaction and expenses	134.7	--	247.9	--
Interest expense	46.8	40.4	88.1	80.8
Consolidated income before taxes and minority interest	\$58.7	\$156.3	\$120.7	\$345.9

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
SUMMARY BY GEOGRAPHIC REGIONS
(Unaudited)

(Millions of dollars)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
Revenues from external customers				
United States	\$879.3	\$801.8	\$1,718.5	\$1,609.7
United Kingdom	124.4	152.9	245.5	323.9
Spain	78.9	80.5	155.7	164.9
Other Europe	149.1	155.2	289.9	299.1
Total Europe	352.4	388.6	691.1	787.9
Canada/Latin America	55.0	45.2	113.4	103.2
Asia	60.4	17.6	88.4	26.9
All Other	.1	.1	.2	.2
Total	\$1,347.2	\$1,253.3	\$2,611.6	\$2,527.9

Note: Geographic information is based on country of origin. The other Europe segment operates principally in France, Germany, Netherlands, and Belgium.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth the computation of basic and diluted earnings per share:

(Millions, except per share)

	Three Months Ended 31 March		Six Months Ended 31 March	
	2000	1999	2000	1999
Numerator for basic EPS and diluted EPS-net income	\$47.6	\$106.9	\$98.2	\$233.3
Denominator for basic EPS - -weighted average shares	213.3	211.6	213.2	211.5
Effect of diluted securities:				
Employee stock options	1.3	2.6	1.5	2.8
Other award plans	.8	.9	.8	1.0
	2.1	3.5	2.3	3.8
Denominator for diluted EPS - -weighted average shares and assumed conversions	215.4	215.1	215.5	215.3
Basic EPS	\$.22	\$.51	\$.46	\$ 1.10
Diluted EPS	\$.22	\$.50	\$.46	\$ 1.08

Options on 10.2 million and 8.4 million shares of common stock were not included in computing diluted EPS for the second quarter of fiscal 2000 and 1999, respectively because their effects were antidilutive.

On 10 May 2000, the Company announced that its joint pre-conditional offer with Air Liquide to purchase The BOC Group would not be extended beyond the scheduled expiration on 12 May 2000. See details of the subsequent event and estimated additional charges described in the Management's Discussion and Analysis of this filing.

The results for the six months ended 31 March 2000 include a charge of \$247.9 million (\$154.7 million after-tax, or \$.72 per share) for costs related to the BOC transaction. Of this amount, \$232.7 million (\$145.2 million after-tax, or \$.67 per share) of accounting charges were recorded on purchased currency option and forward exchange contracts entered into to hedge the currency exposure of the BOC transaction. The remaining charge of \$15.2 million (\$9.5 million after-tax, or \$.05 per share) consists of other expenses.

The results for the three and six months ended 31 March 2000 include a charge of \$8.7 million (\$5.5 million after-tax, or \$.03 per share) for a global cost reduction plan in the chemicals segment. This plan was initiated in the fiscal quarter ended 31 March 2000. The plan includes staff reductions of 103 employees in the areas of manufacturing and overheads. The plan will be complete by 31 March 2001, with annualized cost savings of

\$9.3 million accumulating over the year. Notifications began in the quarter ending 31 March 2000, with actual termination expenditures beginning in the month of April, 2000. The charges to cost of sales, selling and administrative, and research and development were \$3.3 million, \$4.4 million, and \$1.0 million, respectively.

The results for the three and six months ended 31 March 2000 include a gain of \$6.3 million (\$4.0 million after-tax, or \$.02 per share) related to the sale of packaged gas facilities.

The current year-to-date consolidated effective tax rate is 15.0%, after minority interest of \$5.1 million. This compares to a rate of 31.0% in the prior year. The fiscal 2000 rate is significantly impacted by a higher tax rate on the BOC hedging transactions, the global cost reduction plan, and the sale of packaged gas facilities. Excluding these tax impacts, the effective rate for the six months is 30.5%. The effective rate in the prior year, excluding the tax rate impact of the gain on the formation of the polymer ventures, a chemical facility closure and the global cost reduction, was 31.5%.

The results for the three and six months ended 31 March 1999 include a charge of \$10.3 million (\$6.4 million after-tax, or \$.03 per share) primarily related to Chemicals facility closure costs.

The results for the six months ended 31 March 1999 include a net gain of \$31.1 million (\$21.3 million after-tax, or \$.10 per share) related to the formation of Air Products Polymers (a 65% majority owned venture with Wacker-Chemie GmbH). The gain was partially offset by costs related to an emulsions facility shutdown not included in the joint venture and for costs related to indemnities provided by Air Products to the venture.

The results for the six months ended 31 March 1999 include a charge of \$20.3 million (\$12.9 million after-tax, or \$.06 per share) related to a global cost reduction plan ("the 1999 plan"). The Company began the 1999 plan in the fiscal quarter ended 31 December 1998. The plan included staffing reductions of 206 employees in the areas of manufacturing, distribution, and overheads. The charges to cost of sales, selling and administrative, and research and development were \$9.9 million, \$9.3 million, and \$1.1 million, respectively. This plan was completed in December, 1999, essentially as expected.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
MANAGEMENT'S DISCUSSION AND ANALYSIS

SUBSEQUENT EVENT-BOC TRANSACTION

On 13 July 1999, the Boards of Air Products and Chemicals, Inc., The BOC Group, and Air Liquide announced that they had agreed to the terms of a recommended offer for the share capital of BOC at UK(pound)14.60 per BOC share (the "Offer"). The Offer, which was to be made jointly by Air Products and Air Liquide, was subject to certain pre-conditions, one of which was the approval of the U.S. Federal Trade Commission (FTC).

During 10 months of discussions with the FTC, Air Products and Air Liquide made a number of comprehensive and practical proposals, including divestitures, which responded to the requirements of the FTC. On 10 May 2000, Air Products and Air Liquide announced it has recently become clear that the FTC will not approve the Offer by 12 May 2000, the date on which the period for satisfying the pre-conditions to the Offer will expire and the Offer will not be extended beyond 12 May 2000.

Air Products and Air Liquide indicated in their announcement they are prepared to continue to explore with the FTC whether its approval can be achieved and, if so, to consider whether a new offer acceptable to BOC can be made. Any such new offer would involve a different structure and price.

If the BOC acquisition does not occur, certain costs and financing fees which have been deferred will be required to be expensed. The costs and financing fees deferred and recorded in the 31 March 2000 unaudited balance sheet were \$55 million. In addition, the Company and Air Liquide are obligated to pay BOC a fee of \$50 million each if the Offer to acquire BOC is not made.

Additionally, the Company has entered into various purchased currency options and forward exchange contracts to hedge the currency exposure related to the proposed purchase of BOC shares at UK(pound)14.60 per share. Net losses associated with the change in market value of these contracts have been recorded in earnings and as of 31 March 2000, the cumulative pre-tax losses recorded in earnings on the currency hedging instruments are approximately \$220 million, or \$138 million after-tax. As of 10 May 2000, additional losses of approximately \$287 million have been incurred due to the continued decline in the value of the British Pound. The Company has purchased British Pound put options subsequent to 31 March 2000 to cap the rate change exposure of the remaining forward exchange contracts. The cost of these put instruments is \$79 million.

The charge to earnings subsequent to 31 March 2000 for the deferred expenses, the BOC fee, and the unrecognized currency losses and premiums as of 10 May 2000 would be approximately \$300 million after-tax for a total charge as of 10 May 2000 related to the proposed BOC transaction of approximately \$450 million after-tax. On a cash flow basis, the remaining cash outlay before-tax benefits for all of the above items is approximately \$615 million and approximately \$385 million after-tax. It is anticipated that these costs would be funded by commercial paper backed by existing lines of credit. The earnings effects of the forward contracts and purchased put options will continue to change based on the movement of the British Pound versus the US Dollar but currency losses are capped at the above amounts.

RESULTS OF OPERATIONS

Consolidated

Sales rose \$93.9 million to \$1,347.2 million, an increase of 7% over the same quarter in the prior year. Record sales were achieved in spite of an unfavorable currency impact of 2% and anticipated lower business activity in the equipment segment. Operating income was \$218.9 million, up \$36.2 million, or 20%. Profits from equity affiliates of \$21.3 million were 51% above the prior year. Net income of \$47.6 million, or \$.22 diluted earnings per share, compared with \$106.9 million, or \$.50 per share in the year-ago quarter. The quarter results included a significant special item, an after-tax charge of \$84.1 million, or \$.39 per share related to the BOC transaction. A large majority of this amount was due to charges recorded on purchased currency option and forward exchange contracts entered into to hedge the currency exposure of the BOC transaction. The quarter ended 31 March 2000 also included a charge of \$5.5 million after-tax, or \$.03 per share for a workforce reduction program in the chemicals segment and an after-tax gain of \$4.0 million, or \$.02 per share related to the sale of some packaged gases facilities. In the prior year there was an after-tax charge of \$6.4 million, or \$.03 per share, for chemicals facility closure costs. Excluding these special items, current year net income of \$133.2 million compares to \$113.3 million in the prior year, an increase of 18%. Diluted earnings per share were \$.62, up 17% over the prior year's \$.53, excluding special items. The remaining discussion and analysis of the consolidated results of operations excludes the impact of special items.

Consolidated sales were up more than 7% over the prior year, with about half of the increase attributable to acquisitions. Excluding a 2% unfavorable foreign currency impact, consolidated sales were up nearly 10%. Strong volume growth in both gases and chemicals was partially offset by the expected decline in the equipment segment.

Operating income was \$28.3 million higher, or 15% over the prior year. Gases and chemicals operating incomes increased 20% and 9%, respectively. Gases performance was driven by continued strong electronics business growth and improved performance in both Asia and Europe and acquisitions. Broad based volume growth, cost controls and productivity enhanced year-to-year chemicals operating income. Continued raw material cost pressure, particularly in the polymers business moderated the chemicals operating income performance. As a result of good project cost performance, equipment operating income was down only slightly as overall activity declined. Selling and administrative overheads were up about 4%, primarily due to the impact of the consolidated acquisitions. Currency and exchange related impacts reduced year-to-year operating income growth by about 4%.

Equity affiliates' income increased \$7.2 million to \$21.3 million, up 51%. The improvement results from better business conditions in Asia and Mexico, as well as favorable currency and exchange and tax impacts. The affiliate, Korea Industrial Gases, was included in consolidated results for the quarter ended 31 March 2000 following the acquisition of the affiliate in December 1999.

Industrial Gases-Sales increased 15% to \$842.1 million for the second quarter of fiscal 2000 compared to the prior year. Consolidation of acquired affiliates in Korea, China, and Malaysia contributed about 6 to 7% of the growth. Unfavorable currency impacts reduced sales growth about 3%. Excluding the currency and acquisition impacts, sales growth was 11%. Overall gases volumes were up about 9%, with continued momentum in the global electronics area and general improvement in the European and Asian regions. Operating

income grew 20% to \$164.7 million, exclusive of a gain on the sale of some packaged gases facilities in the current quarter.

Liquid oxygen and nitrogen (LOX/LIN) volumes in North America were up 6% including non-cryo business. LOX/LIN pricing was down 2% compared to the same quarter in the prior year, however pricing was flat compared to the preceding quarter, reflecting a slowing in the price decline. Efforts to increase prices have been initiated to reverse the decline and offset cost increases. Higher demand in steel, metals processing, and electronics industries created a 12% growth for argon. Packaged gases volumes grew 2% on a same store basis. Government testing drove a 3% increase in hydrogen volume. On-site volumes grew 9% as a result of increased hydrogen/carbon monoxide (HYCO) demand, including some short term spot sales to refineries.

European LOX/LIN volume including non-cryo grew 9%. Growth in Northern Europe complimented continued strong performance in Southern Europe. LOX/LIN pricing was down 2% year-to-year and flat sequentially as pricing increases begin to mitigate the price decline. On-site volumes increased 10%, with strong demand from both chemical process and steel industry customers. Cylinder volumes increased 10%, partially due to the prior year acquisition of the AGA business in the United Kingdom.

Asian results were robust, with strong growth in the base business combined with the consolidated results of the acquired affiliates in Korea, China, and Malaysia. Electronics business was up globally, with very strong demand for specialty gases and chemicals.

Operating income grew 20% due to the overall performance of the electronics business along with good growth in Asia and Europe. About a third of the growth was the result of consolidating the acquired affiliates. The operating income growth was restrained by higher costs of natural gas adversely impacting the liquid hydrogen business. Additionally, higher diesel fuel costs and argon supply dislocation issues contributed to higher costs.

The gases segment operating margin was 19.6%, up .9% from the prior year and equal to the previous quarter. The margin benefited from dramatically better electronics business in the current year and improvements in Asian and Northern European regional business conditions.

Gases equity affiliates' income of \$17.8 million exceeded the prior year by \$7.3 million, a 70% increase. Higher performance in Asia and Mexico combined with favorable currency and exchange and tax impacts generated the increase.

Equipment-Sales were \$53.8 million in the quarter ended 31 March 2000 compared to \$101.2 million in the prior year. Operating income of \$5.6 million was down slightly from \$6.9 million in the prior year. Lower sales and operating income reflected the anticipated decline in project activity. Strong project cost performance in the quarter partially offset the activity decline. The \$155 million sales backlog at 31 March 2000 is up slightly from the backlog of \$134 million at 31 March 1999 and \$144 million at 31 December 1999. The backlog is down from \$175 million at 30 September 1999.

Chemicals-Sales in the second quarter of fiscal 2000 of \$451.3 million were up \$34.4 million, or 8%. Operating income of \$50.0 million was up 15% over the prior year. Excluding the impact of the cost reduction plan in the current quarter and the facility closure cost in the prior year, operating income of \$58.7 million is up 9%, or \$5.0 million. Unfavorable currency related impacts on sales were about 1%, but almost 6% on operating income. The overall segment volume growth was 10%. The emulsions portion of the polymers division had

record demand in the European region. Polyvinyl alcohol (PVOH) had record volumes. Total polymers grew 9%. Volumes in performance chemicals were up 11% in total, with gains in all major product areas. The chemicals intermediates business increased 11%, with volumes higher in both polyurethane intermediates and higher amines.

The operating income growth of 9% reflected broad based volume gains, cost controls and productivity benefits. Raw material cost increases, particularly in the polymers business, coupled with lower prices in some products restrained operating income growth. The operating margin, excluding special items, was 13.0% in the current year compared to 12.9% in the prior year. Price increase action has been initiated to counter the raw material cost impact on margins.

INTEREST

Interest expense of \$46.8 million was up \$6.4 million, primarily due to higher debt.

INCOME TAXES

The current year second quarter consolidated effective tax rate was 14.9%, after minority interest of \$2.8 million. This compares to a rate of 29.7% in the prior year. The fiscal 2000 rate was significantly impacted by a higher tax rate on the BOC hedging transactions, a gain on the sale of gases assets, and the global cost reduction plan. Excluding this tax impact, the effective rate for the current quarter was 31.0%. The effective rate in the prior year, excluding the tax rate impact of a chemicals facility closure was 30.2%. The rate increase from 30.2% to 31.0% was due to mix of before-tax and after-tax equity affiliate income.

GLOBAL COST REDUCTION PLANS

Fiscal Year 1999 Plan

The Company began a global cost reduction plan ("the 1999 plan") in the fiscal quarter ended 31 December 1998. The plan included staffing reductions of 206 employees in the areas of manufacturing, distribution, and overheads. An amount of \$20.3 million (\$12.9 million after-tax, or \$.06 per share) related to employee termination expense was charged to expense in the quarter ended 31 December 1998. The plan was completed in December 1999, essentially as expected.

The Company expanded the plan in the quarter ended 30 June 1999, with an additional staff reduction of 142 employees. There was a charge of \$13.9 million (\$9.0 million after-tax, or \$.04 per share) for the plan expansion. The expected total cost remains as planned and 71 of the reductions have been completed. Expenses of \$5.4 million have been charged to the accrual and the balance is in accrued liabilities.

Fiscal Year 2000 Plan

A global cost reduction plan in the chemicals segment was initiated in the quarter ended 31 March 2000. The plan includes staff reductions of 103 employees in the areas of manufacturing and overheads. There was a total charge of \$8.7 million (\$5.5 million after-tax, or \$.03 per share) for the fiscal quarter. Employee termination expenses of \$7.3 million were accrued as liabilities and charged to expense. Additionally, expense of \$1.4 million was incurred for special pension and post-retirement medical benefits for eligible employees accepting the benefits in the fiscal quarter. The plan will be complete by 31 March 2001, with annualized cost savings of \$9.3 million accumulating over the year. Notifications began

in the quarter ending 31 March 2000, with actual termination expenditures beginning in the month of April 2000.

NEW ACCOUNTING PRONOUNCEMENTS

The Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 101, "Revenue Recognition in Financial Statements," in December 1999. The company does not expect any revenue recognition changes due to the issuance of this SAB. Revenue is recognized upon shipment or delivery of products. Revenues from equipment sale contracts are recorded primarily using the percentage-of-completion method.

YEAR 2000 READINESS DISCLOSURE

During the rollover into the year 2000, none of the Company's information technology systems, process control and embedded chip systems, or suppliers experienced Year 2000 events which had a material adverse impact on the Company's operations or financial condition. Contingency plans remain in place as part of the Company's normal business procedures to address operational issues that may arise from time to time, including those caused by Year 2000 type events.

RESULTS OF OPERATIONS

Consolidated

Sales for the first six months of fiscal 2000 of \$2,611.6 million were 3% higher than the \$2,527.9 million reported in the prior fiscal year. Operating income was \$415.1 million, up \$43.4 million, or 12%. Profits of equity affiliates increased \$17.7 million to \$41.6 million for the six months ended 31 March 2000. Net income was \$98.2 million, or \$.46 diluted earnings per share, compared to \$233.3 million, or \$1.08 per share in the prior year. The current year includes a significant special item, an after-tax charge of \$154.7 million, or \$.72 per share related to the BOC transaction. A large majority of this amount is due to the charges recorded on purchased currency option and forward exchange contracts entered into to hedge the currency exposure of the BOC transaction. The six months ended 31 March 2000 also included a charge of \$5.5 million after-tax, or \$.03 per share for a workforce reduction program in the chemicals segment and an after-tax gain of \$4.0 million, or \$.02 per share related to the sale of some packaged gases facilities. In the first six months of fiscal year 1999 there were three special items; an after-tax gain of \$21.3 million, or \$.10 per share related to the formation of Air Products Polymers, and an after-tax charge of \$12.9 million, or \$.06 per share related to a global cost reduction plan, and an after-tax charge of \$6.4 million, or \$.03 per share primarily related to Chemicals facility closure costs. Excluding the impact of all special items, net income for the six months ended 31 March 2000 was \$254.4 million compared to \$231.3 million in the prior year, an increase of 10%. Diluted earnings per share of \$1.18 is up 10% over \$1.07 in the prior year. The remaining discussion and analysis of the consolidated results of operations excludes the impact of special items.

Consolidated sales grew 3% over the prior year. While revenue growth was 9% for gases and 8% for chemicals, there was a decline of \$116.3 million, or 53% in the equipment segment. Unfavorable currency impacts reduced sales growth about 2%, however the consolidation of acquired affiliates added about 2% to reported sales. Gases results benefited from increased demand in several major markets, particularly electronics and chemical process. Chemicals sales were up on broad based volume growth.

Operating income increased \$15.2 million to \$417.5 million, up 4% over the prior year. Gases results were up \$43.0 million, or 16%, largely due to increased demand in several key markets. Chemicals operating income was up \$4.2 million, or 4%, with higher volumes moderated by raw material cost pressure. The expected decrease in equipment business activity resulted in a decline of \$24.8 million from the \$31.6 million reported in the prior year.

Equity affiliates' income increased \$17.7 million, mostly due to improved business conditions in several gas affiliates. Additionally, about a third of the improved results came from favorable currency and exchange impacts relative to the prior year. The affiliate, Korea Industrial Gases, was included in consolidated results for the quarter ended 31 March 2000 following the acquisition of the affiliate in December 1999.

Industrial Gases-Sales of \$1,622.7 million in the first six months of fiscal 2000 increased 9%, or \$134.2 million higher than in fiscal 1999. Unfavorable currency impacts compared to the prior year approximately offset the increased sales due to consolidation of acquired affiliates. Operating income increased \$65.6 million to \$324.3 million. Excluding the impact

of the gain on the sale of the packaged gas facilities in this year and the cost reduction charge last year, operating income was \$318.0 million, up 16%.

LOX/LIN volumes in North America were up 4% including non-cryo. LOX/LIN pricing was down 2% from the prior year, with a slowing in the decline as pricing actions take effect. Tonnage gas volumes were higher in North America, led by strong HYCO growth of 14%.

European LOX/LIN volumes were up about 8% including non-cryo. LOX/LIN pricing was down about 1%. Southern Europe continued to have strong performance, with some improvement in Northern European business. Overall European tonnage volumes were higher, primarily due to increased demand for gaseous oxygen and nitrogen from steel and process industry customers growing 17%. HYCO volumes were up in the second quarter, following a customer outage at Rotterdam in the first quarter.

Asian results were robust, with strong growth in the base business combined with the consolidated results of the acquired affiliates in Korea, China, and Malaysia. Electronics business was up globally, with very strong demand for specialty gases and chemicals.

The operating income growth of 16% was the result of strong global demand in electronics and improved Asian and European business conditions. Somewhat offsetting the highly favorable volume growth was higher cost for natural gas and diesel fuel, argon supply dislocation, and unfavorable currency impacts. The gases segment operating margin was 19.6%, up 1.1% from 18.5% in the prior year. The increase results from the electronics and Asian business improvement and acquisitions.

Equity affiliates' income of \$34.2 million approximately doubled the \$17.2 million reported in the prior year. Higher performance in Asia and Mexico combined with favorable currency and exchange and a small tax adjustment, generated the increase.

Equipment-Sales decreased \$116.3 million to \$104.4 million compared to the prior year. Operating income declined to \$6.8 million from \$29.7 million in the prior year. Excluding the cost reduction charge in the prior year, operating income of \$6.8 million in fiscal 2000 compares to \$31.6 million in fiscal 1999. The reduced sales and operating income reflect a substantial decline in project activity as customer capital spending plans are delayed.

Chemicals-Sales for the six months ended 31 March 2000 were \$884.5 million compared to \$818.7 million in fiscal 1999, an increase of 8%. Operating income of \$101.6 million increased 8% from \$94.2 million last year. Excluding the impact of cost reduction charges in both years and a facility closure charge in fiscal 1999, current year operating income was \$110.3 million compared to \$106.1 million, up 4%. Unfavorable currency related impacts were less than 1% on sales, but almost 5% on operating income. Strong volume growth occurred over both quarters of this fiscal year. Volume increases across all major product areas generated an overall 11% increase over the prior year.

The operating income growth of 4%, excluding special items, reflects strong volume growth and cost containment, offset by margin pressure. Raw material cost increases, particularly in the polymers businesses, coupled with lower prices in some products, restrained the operating income improvement. Operating margin in fiscal 2000 was 12.5% compared to 13.0% in the prior year, primarily lower due to raw material cost increases. Price increase action has been initiated to counter the margin decline.

INTEREST

Interest expense of \$88.1 million is up \$7.3 million, or 9%. The increase is primarily due to higher debt.

INCOME TAXES

The current six months year-to-date consolidated effective tax rate is 15.0%, after minority interest of \$5.1 million. This compares to a rate of 31.0% in the prior year. The fiscal 2000 rate is significantly impacted by a higher tax rate on the BOC hedging transactions, a gain on the sale of some gases assets, and the global cost reduction plan. Excluding this tax impact, the effective rate for the current year is 30.5%. The effective rate in the prior year, excluding the tax rate impact of the gain on the formation of the polymer ventures, a chemical facility closure and the global cost reduction, was 31.5%. The rate decrease from 31.5% to 30.5% is due to higher after-tax equity affiliates' income.

LIQUIDITY AND CAPITAL RESOURCES

Capital expenditures during the first six months of fiscal 2000 totaled \$604.0 million compared to \$541.3 million in the corresponding period of the prior year. Additions to plant and equipment decreased from \$450.9 million during the first six months of fiscal 1999 to \$378.6 million during the current period. The prior year additions included a new 500 million pound-per-year dinitrotoluene (DNT) production facility in Geismar, Louisiana. Investments in unconsolidated affiliates were \$16.5 million during the first six months of fiscal 2000 versus \$66.0 million last year. The prior year results include a cash contribution of \$33.5 million related to the formation of the redispersible powders venture with Wacker-Chemie GmbH. Expenditures for acquisitions increased from \$22.4 million during the first six months of fiscal 1999 to \$168.7 million during the current period. The current year amount includes the acquisition of the remaining 51.1 percent of the shares in Korea Industrial Gases Ltd. (KIG), the largest industrial gas Company in Korea. Capital expenditures are expected to be approximately \$1.1 billion in fiscal 2000. The capital expenditures will be funded with cash from operations supplemented with proceeds from financing activities.

Cash provided by operating activities during the first six months of fiscal 2000 (\$501.6 million) combined with proceeds from the sale of assets and investments (\$30.0 million), and long-term debt proceeds (\$507.5 million) were used largely for capital expenditures (\$604.0 million), long-term debt repayments (\$369.6 million) and cash dividends (\$76.8 million). Cash and cash items increased \$31.0 million from \$61.6 million at the beginning of the fiscal year to \$92.6 million at 31 March 2000. The net decrease in commercial paper was \$25.0 million.

Total debt at 31 March 2000 and 30 September 1999, expressed as a percentage of the sum of total debt and shareholders' equity, was 51% and 49%, respectively. Total debt increased from \$2,842.2 million at 30 September 1999 to \$3,062.8 million at 31 March 2000. During the second quarter of fiscal 2000, the Company issued Euro 500 million in notes due in 2005 with a fixed coupon rate of 6.00%. Also, during the second quarter, the Company repurchased a \$100 million medium term note, Series F, which was due in 2009 and a \$100 million medium term note, Series F, which was due in 2014.

There was \$338.0 million of commercial paper outstanding at 31 March 2000. In the first six months of fiscal 2000, the Company added an additional \$500 million revolving credit

commitment. The Company's total revolving credit commitments amounted to \$1.1 billion at 31 March 2000. No borrowings were outstanding under these commitments. Additional commitments totaling \$81.2 million are maintained by the Company's foreign subsidiaries, of which \$16.3 million was utilized at 31 March 2000.

The Company enters into interest rate swap agreements to change the fixed/variable interest rate mix of the debt portfolio in order to maintain the percentage of fixed and variable rate debt within certain parameters set by management. In accordance with these parameters, the agreements are used to reduce interest rate risks and costs inherent in the Company's debt portfolio. Accordingly, the Company enters into agreements to both effectively convert variable-rate debt to fixed-rate debt and to effectively convert fixed-rate debt to variable-rate debt, which is principally indexed to LIBOR rates. The Company has also entered into interest rate swap contracts to effectively convert the stated variable rates to interest rates based on LIBOR. The fair value gain (loss) on the variable to variable swaps is equally offset by a fair value loss (gain) on the related debt agreements.

The notional principal amounts outstanding and net unrealized gain of interest rate swap agreements at 31 March 2000 and 30 September 1999 were as follows:

(Millions of dollars)

	31 March 2000		30 September 1999	
	Notional Amount	Net Unrealized Gain	Notional Amount	Net Unrealized Gain
Fixed to Variable	\$181.0	\$.2	\$311.0	\$5.6
Variable to Variable	60.0	137.8	60.0	121.1
Total	\$241.0	\$138.0	\$371.0	\$126.7

During the first six months of fiscal 2000 two fixed to variable interest rate swap agreements with a total notional amount of \$100.0 million were terminated, resulting in a deferred gain of \$2.4 million.

In April 2000, a \$50 million variable to variable interest rate swap agreement matured along with the related \$50 million of medium term notes. The net unrealized gain on the remaining variable to variable interest rate swap was \$20.9 million at 31 March 2000. This swap effectively converted the stated variable rate of the medium term note to an average interest rate slightly above the three month US Dollar LIBOR rate.

The Company is also party to interest rate and currency swap contracts. These contracts effectively convert the currency denomination of a debt instrument into another currency in which the Company has a net equity position while changing the interest rate characteristics of the instrument. The notional principal of interest rate and currency swap agreements outstanding at 31 March 2000 was \$145.7 million. The fair value of the agreements was a gain of \$1.6 million, of which a \$2.0 million gain related to the currency component was recognized in the financial statements. The remaining \$.4 million loss was related to the interest component and has not been recognized in the financial statements. This loss reflects that current interest rates are generally lower than the interest rates paid under the interest rate and currency swap agreements. As of 30 September 1999 interest rate and currency swap agreements were outstanding with a notional principal amount and fair value of \$270.8 million and a gain of \$10.2 million, respectively. During the second quarter of fiscal 2000 three interest rate and currency swap agreements with a total notional amount of

Spanish Peseta (ESP) 11.63 billion or \$93.1 million were terminated, resulting in a net deferred loss of \$2.0 million.

The estimated fair value of the Company's long-term debt, including current portion, as of 31 March 2000 is \$2,820.0 million compared to a book value of \$2,622.2 million.

FINANCIAL INSTRUMENTS

Excluding the impact of the derivative instruments entered into to hedge the currency exposure of the BOC transaction which are discussed in the 'BOC Transaction' section below, there has been no material change in the net financial instrument position or sensitivity to market risk since the disclosure in the annual report.

BOC TRANSACTION

The results for the six months ended 31 March 2000 include a charge of \$247.9 million (\$154.7 million after-tax, or \$.72 per share) for costs related to the BOC transaction. Of this amount, \$232.7 million (\$145.2 million after-tax, or \$.67 per share) of accounting charges were recorded on purchased currency option and forward exchange contracts entered into to hedge the currency exposure of the BOC transaction, reflecting an exchange rate of 1.5967 for the \$/GBP as of 31 March 2000. Due to the required mark-to-market accounting, future accounting results will include gains and losses based on changes in the \$/GBP exchange rate. The remaining charge of \$15.2 million (\$9.5 million after-tax, or \$.05 per share) consists of other expenses.

FORWARD-LOOKING STATEMENTS

The forward-looking statements contained in this release are based on current expectations regarding important risk factors. Actual results may differ materially from those expressed. Factors that might cause forward-looking statements to differ materially from actual results include, among other things, overall economic and business conditions; demand for the goods and services of Air Products; competitive factors in the industries in which it competes; changes in government regulation; success of implementing cost reduction programs; the timing, impact and other uncertainties of future acquisitions or combinations within relevant industries; fluctuations in interest rates and foreign currencies; the impact of tax and other legislation and regulations in the jurisdictions in which Air Products and its affiliates operate; and the timing and rate at which tax credits can be utilized.

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 27 January 2000.
- b. The following directors were elected at the meeting: Harold A. Wagner, Mario L. Baeza, L. Paul Bremer III, Edward E. Hagenlocker, Terry R. Lautenbach. Directors whose term of office continued after the meeting include: Tom H. Barrett, James F. Hardyman, Lawrason D. Thomas, Robert Cizik, Ursula F. Fairbairn, John P. Jones III, Joseph J. Kaminski, and Ruud F. M. Lubbers.
- 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
H. A. WAGNER	194,745,531	3,150,471	0	0
M. L. BAEZA	195,199,934	2,696,068	0	0
L. P. BREMER III	195,291,249	2,604,753	0	0
E. E. HAGENLOCKER	195,321,654	2,574,348	0	0
T. R. LAUTENBACH	195,089,592	2,806,410	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 2000.

	NUMBER OF VOTES CAST			
	FOR	AGAINST OR WITHHELD	ABSTENTIONS	BROKER NON-VOTES
	196,138,570	703,510	1,053,922	0

Item 6. Exhibits and Reports on Form 8-K.

- (a)(10.1) Amended and Restated 1997 Annual Incentive Plan of the Company effective 1 January 2000.
- (a)(10.2) Resolutions approving amendments to the 1997 Annual Incentive Plan and the Supplementary Savings Plan of the Company effective 1 January 2000.
- (a)(12) Computation of Ratios of Earnings to Fixed Charges.
- (a)(27) Financial Data Schedule, which is submitted electronically to the Securities and Exchange Commission for information only, and not filed.
- (b) Current Reports on Form 8-K dated 21 January 2000 and 10 March 2000 were filed by the Registrant during the quarter ended 31 March 2000 in which Item 5 of such forms was reported.

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 12, 2000

By: /s/L. J. Daley

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

=====

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

EXHIBITS

To

FORM 10-Q

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

For the quarter ended 31 March 2000

Commission File No. 1-4534

AIR PRODUCTS AND CHEMICALS, INC.
(Exact name of registrant as specified in its charter)

=====

INDEX TO EXHIBITS

- (a)(10.1) Amended and Restated 1997 Annual Incentive Plan of the Company effective 1 January 2000.
- (a)(10.2) Resolutions approving amendments to the 1997 Annual Incentive Plan and the Supplementary Savings Plan of the Company effective 1 January 2000.
- (a)(12) Computation of Ratios of Earnings to Fixed Charges.
- (a)(27) Financial Data Schedule, which is submitted electronically to the Securities and Exchange Commission for information only, and not filed.

AIR PRODUCTS AND CHEMICALS, INC.
1997 Annual Incentive Plan
As Amended and Restated Effective 1 January 2000

1. PURPOSES OF THE PLAN

The purposes of this Plan are to attract, motivate and retain high caliber people and to provide meaningful individual and group incentives within Air Products and Chemicals, Inc. (the "Company") and Participating Subsidiaries.

2. ADMINISTRATION OF THE PLAN

The Plan shall be administered by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors or such other committee thereof consisting of such members (not less than three) of the Board of Directors as are appointed from time to time by the Board and who are not eligible and have not been eligible within a period of one year prior to the date of such appointment to receive any award under this Plan.

The Committee shall have all necessary powers to administer and interpret the Plan, such powers to include exclusive authority (within the limitations described in the Plan) to select the employees to whom awards will be granted under the Plan and determine the amount of any award to be made to any employee. In order to assist it in selecting employees and determining the amount of any award to be given to each employee selected, as aforesaid, the Committee may take into consideration recommendations from the appropriate officers of the Company and of each Participating Subsidiary with respect to awards to be given to eligible employees of the Company and of each such Participating Subsidiary, respectively.

The Committee shall have full power and authority to adopt such rules, regulations and instruments for the administration of the Plan and for the conduct of its business as the Committee deems necessary or advisable. The Committee's interpretations of the Plan, and all action taken and determinations made by the Committee pursuant to the powers vested in it hereunder, shall be conclusive and binding on all parties concerned, including the Company, its shareholders and any employee of the Company or any Subsidiary.

3. ELIGIBILITY FOR PARTICIPATION

Participants in the Plan shall be selected by the Committee from among key employees of the Company and Participating Subsidiaries. The term "employee" shall mean any person employed full-time by the Company or a Participating Subsidiary on a salaried basis and the term "employment" shall mean full-time salaried employment by the Company or a Subsidiary. Employees who participate in other incentive or benefit plans of the Company or of any Participating Subsidiary may also participate in this Plan.

-1-

Awards under the Plan are for services rendered during a Fiscal Year, based on the performance of the Company during that Fiscal Year. No employee shall be eligible to receive an award under the Plan for a particular Fiscal Year unless the employee is in the employment of the Company or a Participating Subsidiary on the last day of that Fiscal Year, provided, however, that an employee whose employment with the Company or a Participating Subsidiary terminates during but before the end of a Fiscal Year on account of (i) Retirement, Disability or death, (ii) in connection with a divestiture of facilities, assets or businesses, elimination of positions, or a reorganization or reduction in the work force of the Company or a Participating Subsidiary, (iii) because of the commencement of part-time employment with or leave of absence from the Company or a Subsidiary, or (iv) on or following a Change in Control, and who at the time of such termination of employment was eligible to participate in the Plan, shall be eligible to receive an award under the Plan for such Fiscal Year.

4. AWARDS

(a) Prior to the end of each Fiscal Year, the Committee shall determine whether awards shall be made under the Plan for that Fiscal Year and, if so, fix the classes of employees eligible to receive awards based upon job grade and salary levels, the proportions of the awards to be paid in cash and in common stock of the Company ("Common Stock"). The Committee shall establish a basis or schedule for determining the total amount of awards and for determining a minimum aggregate dollar amount of awards for employees of the Company and of each domestic Participating Subsidiary designated by the Committee who have elected not to defer such awards that might be granted to them and such other procedures for the making of the awards as the Committee may deem desirable.

(b) The basis (schedule) established under subparagraph (a) for determining the amount of awards may be based on variable factors established by the Committee from time to time, provided that the variables used to determine an amount for a particular Fiscal Year must be capable of being fixed and

ascertainable as of the last day of such Fiscal Year. The minimum amount established under subparagraph (a) shall become an accrued liability of the Company on the last day of the Fiscal Year. The amounts of awards to be granted to particular employees of the Company and of the designated domestic Participating Subsidiaries within the eligible classes may be determined after the close of the Fiscal Year under procedures established by the Committee.

(c) The Committee shall, in approving the grant of awards to particular employees for any Fiscal Year, take into consideration (i) the performance of the Company and of each Participating Subsidiary for the Fiscal Year based upon such measure or measures of performance as the Committee shall select and (ii) as between Participants, the contribution of the Participant during the Calendar Year to the success of the Company or the Participating Subsidiary by which such person is employed, including his or her position and level of responsibility, the achievements of his or her division, group, department or other subdivision, and the recommendations of his or her superiors. No award or awards may be granted to any

Participant for the same Fiscal Year having an aggregate value in excess of 150% of such Participant's annualized base salary rate at the end of, or at the time of any earlier cessation of eligible employment during, the Fiscal Year.

(d) The Committee shall have complete discretion with respect to the determination of the employees to whom awards shall be made.

(e) Upon final approval by the Committee of awards to particular Participants, awards shall be payable in cash or Common Stock or both and in such amounts and proportions with respect to any Participant as the Committee shall, in its discretion, determine. Except as provided herein for deferred payment awards, the number of shares of Common Stock to be delivered in payment of awards or portions of awards determined to be payable in such form shall be determined by dividing the amount of the award to be so paid by the value of a share of Common Stock determined as provided in paragraph 8(f) as of the date the Committee approves the grant of the award to the Participant.

(f) Notwithstanding any other provisions of this Plan to the contrary, following or in connection with a Change in Control the Committee may, in its sole discretion, determine to pay awards for the portion of the current Fiscal Year preceding the Change in Control; provided, however, that no such award shall have an aggregate value which exceeds 150% of that Participant's annualized base salary rate immediately prior to the Change in Control. The Committee shall determine in that connection the classes of employees eligible to receive awards based upon job grade and salary levels, the amounts of awards to be made with respect to particular employees within the eligible classes for said partial Fiscal Year, and the proportions of the awards to be paid in cash and in Common Stock and shall undertake such other procedures for the making of the awards as the Committee may deem desirable. Such awards shall be due and payable to Participants within thirty days following the Committee's determination to pay said awards under this paragraph 4(f) or at such earlier date as the Committee shall determine, but in no event earlier than the occurrence of a Change in Control.

5. FORM AND PAYMENT OF AWARDS

(a) Subject to the provisions of this paragraph 5 relating to deferred payment awards, awards for a particular Fiscal Year shall be distributed as soon as feasible in cash or shares of Common Stock or both and, once announced by or for the Committee to the Participant, shall not be subject to forfeiture for any reason, whether or not payable immediately or as a deferred payment award; provided, however, that any award for a Fiscal Year will be paid to the Participant only if the Participant is employed by the Company or a Participating Subsidiary on the last day of the Fiscal Year, except as otherwise permitted by paragraph 3.

(b) At the discretion of the Committee, or the election of the Participant as permitted by paragraph 5(c), payment of all or a portion of an award to any Participant may be deferred until termination of the Participant's employment with the Company or a Subsidiary, under such restrictions and terms as the Committee may establish, including those set forth below in this

paragraph 5. The deferred payment award will be payable in cash; provided that, at the discretion of the Committee, or at the election of the Participant in accordance with paragraph 5(d), a deferred award may be payable in Common Stock. Deferred awards payable in Common Stock shall be credited on the books of the Company as provided in paragraph 5(d) and entitled to Dividend Equivalents as provided in paragraph 6. Deferred awards payable in cash shall be credited to an account which shall accumulate interest at such rate and under such conditions as the Committee shall determine ("Deferred Cash Account").

(c) Any U.S. employee eligible to participate in the Plan may elect prior to the end of the second quarter of any Fiscal Year as to which an award may be granted to such employee, that all or a part of an amount to be awarded to him or her for such Fiscal Year shall be in the form of a deferred payment award. Once an employee elects a deferred payment award for the Fiscal Year, this election will be binding on both the employee and the Company with respect to any award the employee is granted for the Fiscal Year, except that if the amount that can be deferred as designated by the Committee under paragraph 4(a) is not sufficient to fund all of the deferrals elected, a pro rata reduction shall be made in each electing Participant's deferred award and any excess shall be paid out currently.

(d) While he or she is employed by the Company, a U.S. Participant may elect, at the times and in the manner determined by the appropriate officers of the Company, to have all or a portion of his or her deferred payment awards credited to an account deemed to be invested in Common Stock (the "Deferred Company Stock Account"). The Company shall credit the Deferred Company Stock Account with that number of whole units obtained by dividing the amount of such deferred payment awards to be credited to the Account by the Fair Market Value of a share of Common Stock on the date credited to the Deferred Company Stock Account (with the units thus calculated herein referred to as "deferred company stock units"). Any excess shall be credited to the Participant's Deferred Cash Account. For purposes of the Plan, Fair Market Value of a share of Common Stock on any date (the "valuation date") shall be equal to the closing sales price on the New York Stock Exchange, as reported on the composite transaction tape, for such date, or, if no sales were quoted on such date, on the most recent preceding date on which sales were quoted. Amounts credited to the Deferred Company Stock Account may not be converted back to a Deferred Cash Account. Dividend Equivalents accumulated on a Participant's Deferred Company Stock Account shall be credited to his or her Deferred Cash Account as provided in Section 6 and shall accumulate interest therein as provided in paragraph 5(b) above.

(e) Distribution of a Participant's deferred payment award and earnings thereon to the Participant shall, at the election of the Participant, be paid in a single distribution or in substantially equal annual installments commencing in such year following the Participant's termination of employment as is elected by the Participant; provided, however, that no payment shall be made more than ten (10) calendar years after such termination of employment. Amounts credited to a Participant's Deferred Cash Account shall be distributed in cash. Amounts credited to a Participant's Deferred Company Stock Account shall be distributed in whole shares of Common Stock equal to the number of deferred company stock units to be distributed.

Installment distributions shall be comprised of amounts from a Participant's Deferred Cash Account and Deferred Company Stock Account in the proportion that the value of each such Account bears to the total value of the Participant's deferred payment awards at the time of the distribution, rounded to eliminate fractional shares. Distribution will be made or begin as soon as practicable following the end of the calendar year during which the Participant's termination of employment occurs or in January of any subsequent year, in accordance with the Participant's election as to form and time of payout which is effective as of the date of termination or which becomes effective under paragraph 5(f) below prior to the first scheduled payment under the election effective at the time of termination. Deferred payment awards will continue to accumulate Dividend Equivalents or interest, as appropriate, until completely distributed.

(f) A Participant shall make an election with respect to form and time of payout of all of his or her deferred payment awards at the time of his or her initial election to defer payment as described in paragraph 5(c) above which shall be effective immediately. While he or she is employed by the Company or a Subsidiary, a Participant may change his or her election in regard to the form and time of commencement of distributions of his or her deferred payment awards, provided that such election is made in a form and manner satisfactory to the appropriate officers of the Company. Such a change in election will become effective on the one-year anniversary of the date it is received by the Company, provided that, in the event of termination prior to the date an election becomes effective, the election shall not become effective if the first scheduled payment under the election in effect at the time of termination is due prior to such one-year anniversary. A change in election, when effective, shall supersede all prior elections and shall apply to all of the Participant's deferred payment awards, including all prior and future awards until a later election becomes effective.

(g) Deferred payment awards shall be subject to the following further conditions and restrictions:

(i) If a Participant dies prior to receiving his or her entire award, the undelivered portion of any such award shall be paid to his or her Designated Beneficiary or, if none, to his or her legal representative at such times and in such manner as if such Participant were still living (or on such accelerated basis as the Committee may determine).

(ii) The Committee may authorize an acceleration of the delivery date of a portion or all of an undelivered award, related Dividend Equivalents and interest, in the case of a hardship arising from causes beyond the Participant's control; provided that the accelerated payment in such a case must be limited to an amount necessary to meet such hardship. Upon a Change in Control, the delivery date of all deferred payment awards shall be automatically accelerated and said deferred payment awards and related Dividend Equivalents and interest shall be due and payable to Participants immediately.

6. DIVIDENDS

(a) Following the declaration of a cash dividend on the Common Stock, each Participant who has a Deferred Company Stock Account shall be credited with an amount equal to the cash dividends ("Dividend Equivalents") which would have been paid if the deferred company stock units credited to such Account on the record date for such dividend had been issued and outstanding shares of Common Stock. Such Dividend Equivalents shall be credited to such Participant's Deferred Cash Account effective no later than the last day of the fiscal quarter in which the payment date for such dividend occurred.

(b) Following the declaration of a dividend payable in Common Stock, a Participant's Deferred Company Stock Account shall be credited with additional deferred company stock units equivalent to the number of shares of Common Stock which would have been delivered if the deferred company stock units credited to such Account on the record date for such dividend had been issued and outstanding shares of Common Stock. Such additional deferred company stock units shall be credited to each Participant's Deferred Company Stock Account effective no later than the last day of the fiscal quarter in which the payment date for such dividend occurred.

(c) No cash dividends shall be paid on awards payable immediately after the Fiscal Year for which granted ("Current Awards") which are payable in shares of Common Stock. However, when such shares of Common Stock are delivered to the Participant, the Company shall pay to the Participant an amount in cash which shall be equal to the cash dividends, if any, ("Dividend Equivalents") which would have been paid if the shares of Common Stock had been issued and outstanding since the grant of the award. No interest shall be paid on any such Dividend Equivalent or any part thereof.

(d) In the event of a declaration of a dividend payable in Common Stock, the record date for which occurs after the date of the grant of a Current Award payable in Common Stock but prior to the date of delivery of shares of Common Stock to the Participant, such Current Award shall be increased by such additional number of shares which would have been delivered if the shares of Common Stock had been issued and outstanding since the grant of the award.

7. DILUTION AND OTHER ADJUSTMENTS

Notwithstanding any other provision of the Plan, in the event of any change in the outstanding shares of Common Stock of the Company by reason of any stock dividend, split, recapitalization, merger, consolidation, combination or exchange of shares or other similar corporate change including without limitation in connection with a Change in Control, an equitable adjustment shall be made, as determined by the Committee (but subject to the provisions of the first subparagraph of paragraph 9), in (a) the kind of shares subject to the Plan or the maximum number of shares which may be awarded to any one employee, (b) any other aspect or aspects of the Plan or outstanding awards granted thereunder as specified by the

Committee or (c) any combination of the foregoing. Such adjustment shall be made by the Committee and shall be conclusive and binding for all purposes of the Plan.

8. MISCELLANEOUS PROVISIONS

(a) No recipient of an award shall have any rights as a Company shareholder with respect thereto unless and until the date as of which certificates for shares of Common Stock are issued in payment of such award.

(b) A Participant's rights and interests under the Plan may not be assigned or transferred except, in the case of the Participant's death, to his or her Designated Beneficiary or, in the absence of such designation, by will or the laws of descent and distribution.

(c) No shares of Common Stock shall be issued or distributed under the Plan unless and until all legal requirements applicable to the issuance or transfer of such shares have been complied with to the satisfaction of the Committee and the Company.

(d) The Company shall have the right to deduct from awards hereunder paid in whole or in part in cash any federal, state, local or foreign taxes required by law to be withheld with respect to such cash awards. In the case of awards to be paid by the distribution of Common Stock, the Company shall have the right to require, as a condition of such distribution, that the Participant or other person receiving such Common Stock either (i) pay to the Company at the time of distribution thereof the amount of any such taxes which the Company is required to withhold with respect to such Common Stock or (ii) make such other arrangements as the Company may authorize from time to time to provide for such withholding including without limitation having the number of the shares of Common Stock to be distributed reduced by an amount equal in value to the amount of such taxes required to be withheld. The obligation of the Company to make delivery of awards in cash or in Common Stock shall be subject to currency or other restrictions imposed by any government.

(e) No full- or part-time employee of the Company or a Subsidiary or other person shall have any claim or right to be granted an award under this Plan. Neither this Plan nor any action taken hereunder shall be construed as giving any such employee any right to be retained in the employ of the Company or a Subsidiary, it being understood that all Company and Subsidiary employees who have or may receive awards under this Plan are employed at the will of the Company or such Subsidiary and in accord with all statutory provisions.

(f) Distribution of shares of Common Stock in payment of awards under this Plan may be made either from shares of authorized but unissued Common Stock reserved for such purpose by the Board of Directors or from shares of authorized and issued Common Stock reacquired by the Company and held in its treasury or held under the Company's Flexible Employee Benefits Trust, as from time to time determined by the Committee, the Board or pursuant to delegations of authority from either. Such shares shall be valued on any date set forth herein (or, if such date is not expressly set forth herein, on such date or dates as may be

determined by the Committee, but not earlier than five trading days prior to the date for which the determination is being made) at the closing sales price on the New York Stock Exchange, as reported on the composite transaction tape, or on such other exchange as the Committee may determine.

(g) The costs and expenses of administering this Plan shall be borne by the Company and not charged to any award nor to any employee or Participant receiving an award. However, the Company may charge the cost of any awards made to employees of Participating Subsidiaries, including administrative costs and expenses related thereto, to the respective Participating Subsidiaries by which such persons are employed.

(h) In addition to terms defined elsewhere herein, the following terms as used in this Plan shall have the following meanings:

"Act" shall mean the Securities Exchange Act of 1934 as amended from time to time.

"Change in Control" shall mean the first to occur of any one of the events described below:

(i) Stock Acquisition. Any "person" (as such term is used in Sections 13(d) and 14(d)(2) of the Act), other than the Company or a corporation, a majority of whose outstanding stock entitled to vote is owned, directly or indirectly, by the Company, or a trustee of an employee benefit plan sponsored solely by the Company and/or such a corporation, is or becomes, other than by purchase from the Company or such a corporation, the "beneficial owner" (as such term is defined in Rule 13d-3 under the Act), directly or indirectly, of securities of the Company representing 20% or more of the combined voting power of the Company's then outstanding voting securities. Such a Change in Control shall be deemed to have occurred on the first to occur of the date securities are first purchased by a tender or exchange offeror, the date on which the Company first learns of acquisition of 20% of such securities, or the later of the effective date of an agreement for the merger, consolidation or other reorganization of the Company or the date of approval thereof by a majority of the Company's shareholders, as the case may be.

(ii) Change in Board. During any period of two consecutive years, individuals who at the beginning of such period were members of the Board of Directors cease for any reason to constitute at least a majority of the Board of Directors, unless the election or nomination for election by the Company's shareholders of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period. Such a Change in Control shall be deemed to have occurred on the date upon

which the requisite majority of directors fails to be elected by the shareholders of the Company.

(iii) Other Events. Any other event or series of events which, notwithstanding any other provision of this definition, is determined, by a majority of the outside members of the Board of Directors of the Company serving in office at the time such event or events occur, to constitute a change in control of the Company for purposes of this Plan. Such a Change in Control shall be deemed to have occurred on the date of such determination or on such other date as such majority of outside members of the Board shall specify.

"Designated Beneficiary" shall mean the person or persons last designated as such by the Participant on a form filed by him or her with the Committee in accordance with such procedures as the Committee shall approve, provided, however, that in the absence of the filing of such a form with the Company the Designated Beneficiary shall be the person or persons who are the Participant's beneficiary or beneficiaries of the Company's basic life insurance.

"Disability" shall mean permanent and total disability of an employee participating in the Plan as determined by the Committee in accordance with uniform principles consistently applied, upon the basis of such evidence as the Committee deems necessary and desirable.

"Fiscal Year" shall mean the twelve-month period used as the annual accounting period by the Company.

"Participant" shall mean, as to any award granted under this Plan and for so long as such award is outstanding, the employee to whom such award has been granted.

"Participating Subsidiary" shall mean any Subsidiary designated by the Committee to participate in this Plan which Subsidiary requests or accepts, by action of its board of directors or other appropriate authority, such designation.

"Retirement" shall mean separating from service with the Company or a Subsidiary with the right to begin receiving immediate pension benefits under the Company's Pension Plan for Salaried Employees or under another defined benefit pension plan sponsored or otherwise maintained by a Subsidiary for its employees, in either case as then in effect or, in the absence of the Pension Plan or such other pension plan being applicable to any Participant, as determined by the Committee in its sole discretion.

"Subsidiary" shall mean any domestic or foreign corporation, partnership, association, joint stock company, trust or unincorporated organization affiliated with the Company whether or not controlling, controlled by or under common control with the Company.

9. AMENDMENTS AND TERMINATION

The Committee may at any time terminate or from time to time amend or suspend this Plan in whole or in part; provided, however, that no such amendment shall, without the consent of the Participant to whom an award has already been granted hereunder, operate to annul such award.

Unless approved by a vote of a majority of the shares present and entitled to be voted at a meeting of shareholders, no amendment shall be effective to increase the maximum amount which may be awarded to any individual for the same Fiscal Year, except as otherwise provided in paragraph 7.

10. EFFECTIVE DATE, PAST AMENDMENTS AND TERM OF THE PLAN

This Plan, previously denominated the "Air Products and Chemicals, Inc. 1979 Incentive Compensation Plan", became effective for the Fiscal Year commencing on October 1, 1978 for awards to be made for years to and including Fiscal Year 1983, following approval by a majority of those present at the January 19, 1978 annual meeting of shareholders of the Company and entitled to vote thereon. The Plan was thereafter amended as permitted by its terms effective October 1, 1982 by action of the Board of Directors.

The Plan, as amended effective October 1, 1983, was continued in effect indefinitely until terminated, amended or suspended as permitted under paragraph 9 following approval by the holders of a majority of the outstanding shares of Common Stock of the Company at the January 26, 1984 annual meeting of shareholders of the Company. The Plan was thereafter amended as permitted by its terms effective March 1, 1986, October 1, 1986, July 15, 1987 and October 1, 1989 by action of the Committee. The Plan was renamed the 1990 Annual Incentive Plan and restated effective as of October 1, 1989. The Plan, as set forth herein, was renamed the 1997 Annual Incentive Plan, amended and restated effective as of October 1, 1996. The Plan was thereafter amended as permitted by its terms effective as of April 1, 1998 and effective as of January 1, 2000 by action of the Committee.

RESOLUTIONS APPROVING AMENDMENTS
TO THE AIR PRODUCTS AND CHEMICALS, INC.
1997 ANNUAL INCENTIVE PLAN AND THE
AIR PRODUCTS AND CHEMICALS, INC.
SUPPLEMENTARY SAVINGS PLAN (COLLECTIVELY, THE "PLANS")

WHEREAS, the Air Products and Chemicals, Inc. 1997 Annual Incentive Plan ("Annual Incentive Plan") provides that, at the direction of the Committee, deferred compensation under such Plan shall be paid in cash and earn interest based on a rate determined by the Committee, or be paid in Air Products and Chemicals, Inc. common stock ("Common Stock") and be credited with earnings equal to dividends paid on such Common Stock during the deferral period ("Dividend Equivalents"); and

WHEREAS, the Air Products and Chemicals, Inc. Supplementary Savings Plan ("Supplementary Savings Plan") provides that deferred compensation under such Plan shall be paid in cash and credited with interest at the rate applicable under the Annual Incentive Plan; and

WHEREAS, it has been recommended to the Committee, by the Employee Benefit Plans Committee with respect to the Supplementary Savings Plan and the appropriate officers of the Company with respect to the Annual Incentive Plan, that the Plans be amended to allow participants a choice of having amounts such participants have elected to defer under the Plans either irrevocably credited to a hypothetical account deemed to be invested in Common Stock which will be credited with Dividend Equivalents and payable in Common Stock, or credited to a hypothetical account earning interest at a rate determined by the Committee and payable in cash;

NOW THEREFORE, BE IT RESOLVED, that the Plans shall be amended to provide participants with the right to elect whether amounts elected to be deferred by them under the Plans are credited to (a) a hypothetical account which shall earn interest at a rate determined by the Committee and shall be payable to the participant in cash at such times as provided under the Plans, or (b) a hypothetical account deemed to be invested in Common Stock, which shall earn Dividend Equivalents and be payable to the

Participant in shares of Common Stock at such times as provided under the Plans; provided that, amounts which a participant elects to have credited to the

- - - - -
interest bearing account and earnings credited to such account may, at such times as the Plan shall provide, be redirected to the account deemed to be invested in Common Stock, but amounts credited to the account deemed to be invested in Common Stock may not thereafter be redirected to the interest bearing account; and it is

RESOLVED FURTHER, that the proper officers of the Company be, and they each hereby are, authorized and empowered, in the name and on behalf of the Company, to make, execute and deliver such instruments, documents and certificates and to do and perform such other acts and things as may be necessary or appropriate to accomplish the amendment of the Plans as aforesaid, and to carry out the intent and accomplish the purpose of these resolutions, including, without limitation, making such amendments and other revisions in, or restatement of, the Plans and the texts thereof as may be required, in their discretion and upon advice of counsel to the Company, to (a) effect the foregoing amendments, (b) facilitate the engagement of an outside provider to perform recordkeeping services for the Plans as amended and (c) for compliance with applicable law.

APCI MANAGEMENT DEVELOPMENT
AND COMPENSATION COMMITTEE
17 NOVEMBER 1999

AIR PRODUCTS AND CHEMICALS, INC., AND SUBSIDIARIES

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(Unaudited)

	Year Ended 30 September					Six Months Ended 31 Mar
	1995	1996	1997	1998	1999	2000
Earnings:						
Income before extraordinary item and the cumulative effect of accounting changes:	\$368.2	\$416.4	\$429.3	\$546.8	\$450.5	\$98.2
Add (deduct):						
Provision for income taxes	186.2	195.5	203.4	280.9	209.5	20.8
Fixed charges, excluding capitalized interest	148.8	184.0	233.0	202.8	194.4	107.4
Capitalized interest amortized during the period	9.1	9.4	8.3	7.4	6.1	3.5
Undistributed earnings of less-than- fifty-percent-owned affiliates	(25.4)	(40.6)	(31.1)	(25.3)	(44.5)	(16.9)
Earnings, as adjusted	<u>\$686.9</u>	<u>\$764.7</u>	<u>\$842.9</u>	<u>\$1,012.6</u>	<u>\$816.0</u>	<u>\$213.0</u>
Fixed Charges:						
Interest on indebtedness, including capital lease obligations	\$139.4	\$171.7	\$217.8	\$186.7	\$175.4	\$95.3
Capitalized interest	18.5	20.0	20.9	18.4	24.7	12.3
Amortization of debt discount premium and expense	.2	1.5	1.8	1.9	1.3	2.8
Portion of rents under operating leases representative of the interest factor	9.2	10.8	13.4	14.2	17.7	9.3
Fixed charges	<u>\$167.3</u>	<u>\$204.0</u>	<u>\$253.9</u>	<u>\$221.2</u>	<u>\$219.1</u>	<u>\$119.7</u>
Ratio of Earnings to Fixed Charges:	<u>4.1</u>	<u>3.7</u>	<u>3.3</u>	<u>4.6</u>	<u>3.7</u>	<u>1.8</u>

This Schedule contains summary financial information extracted from the consolidated balance sheet and the consolidated statement of income filed as part of Form 10-Q and is qualified in its entirety by reference to such Form 10-Q.

1,000,000
US Dollar

6-MOS		
SEP-30-2000		
OCT-01-1999		
MAR-31-2000	1	93
	0	
	937	
	14	
	430	
	1895	10491
	5121	
	8570	
1710		2507
0		0
		249
		2674
8570		2612
	2612	1803
	1803	
	60	
	5	
	88	
	121	
	17	
98		
	0	
	0	0
		98
		0.46
		0.46