

As filed with the Securities and Exchange Commission on December 22, 1994

Registration No. -----

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

23-1274455

(I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan

(Full Title of the Plan)

James H. Agger, Vice President, General Counsel and Secretary
Air Products and Chemicals, Inc., 7201 Hamilton Boulevard, Allentown, PA
18195-1501

(Name and Address of Agent for Service)

215-481-4911

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$1	2,000,000	Not Applicable	\$91,750,000	\$31,637.93(1)

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(1) Determined pursuant to Rule 457(h) and (c) and based upon the average of the high and low prices of a share of Common Stock (i.e., \$45.875 per share) as reported in the consolidated reporting system for December 16, 1994.

Air Products and Chemicals, Inc. (the "Company"), by the filing of this Registration Statement, hereby registers additional shares of common stock of the Company for offer and sale pursuant to the Retirement Savings and Stock Ownership Plan (the "Plan"), together with additional interests to be offered and sold pursuant to the Plan. These are securities of the same class as the securities registered on Form S-8, Registration Statement No. 33-49981, for offer and sale pursuant to the Plan. Accordingly, the contents of Registration Statement No. 33-49981 are incorporated herein by reference.

ITEM 8. EXHIBITS.

- 23. Consent of Arthur Andersen LLP
- 24. Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on this 21st day of December, 1994.

AIR PRODUCTS AND CHEMICALS, INC.
(Registrant)

By: /s/ James H. Agger

James H. Agger*
Vice President, General Counsel
and Secretary

* James H. Agger, Vice President, General Counsel and Secretary, by signing his name hereto, signs this registration statement on behalf of the registrant and, for each of the persons indicated by asterisk on pages 3 and 4 hereof, pursuant to a power of attorney duly executed by such persons which is filed with the Securities and Exchange Commission herewith.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ Harold A. Wagner ----- Harold A. Wagner	Director, Chairman of the Board, and Chief Executive Officer (Principal Executive Officer)	December 21, 1994
/s/ Gerald A. White ----- Gerald A. White	Senior Vice President - Finance (Principal Executive Officer)	December 21, 1994
/s/ Paul E. Huck ----- Paul E. Huck	Corporate Controller (Principal Accounting Officer)	December 21, 1994
* ----- Dexter F. Baker	Director	December 21, 1994
* ----- Tom. H. Barrett	Director	December 21, 1994
* ----- L. Paul Bremer, III	Director	December 21, 1994
* ----- Will C. Caldwell	Director	December 21, 1994
* ----- Robert Cizik	Director	December 21, 1994
* ----- Ruth M. Davis	Director	December 21, 1994
* ----- Robert F. Dee	Director	December 21, 1994

Signature -----	Title -----	Date -----
* ----- Terry R. Lautenbach	Director	December 21, 1994
* ----- Walter F. Raab	Director	December 21, 1994
* ----- Judith Rodin	Director	December 21, 1994
* ----- Takeo Shiina	Director	December 21, 1994
* ----- Lawrason D. Thomas	Director	December 21, 1994

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on December 21, 1994.

AIR PRODUCTS AND CHEMICALS, INC.
RETIREMENT SAVINGS AND STOCK
OWNERSHIP PLAN
(The Plan)

By /s/ James H. Agger

James H. Agger
Employee Benefit Plans Committee Chairman
and Member

By /s/ Arnold H. Kaplan

Arnold H. Kaplan
Employee Benefit Plans Committee Member

By /s/ J. P. McAndrew

J. P. McAndrew
Employee Benefit Plans Committee Member

By /s/ Harold A. Wagner

Harold A. Wagner
Employee Benefit Plans Committee Member

By /s/ Gerald A. White

Gerald A. White
Employee Benefit Plans Committee Member

INDEX TO EXHIBITS

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

To: Air Products and Chemicals, Inc.:

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated 21 January 1994 on the financial statements of the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan for the year ended 30 September 1993 and our reports dated 3 November 1994 included in or incorporated by reference in the Annual Report of Air Products and Chemicals, Inc., on Form 10-K for the year ended 30 September 1994.

Arthur Andersen LLP

Philadelphia, Pennsylvania
22 December 1994

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints HAROLD A. WAGNER or GERALD A. WHITE or JAMES H. AGGER, acting severally, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign Form S-8 Registration Statements and amendments thereto pertaining to interests in and/or Common Stock issued under the Air Products and Chemicals, Inc. Long-Term Incentive Plan, Air Products and Chemicals, Inc. 1990 Long-Term Incentive Plan, the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan, and the Air Products PLC (formerly Air Products Limited) UK Savings-Related Share Option Scheme, which may be required in connection with (i) the registration of interests in and/or Common Stock for issuance under such plans as may be necessary from time to time in accordance with the provisions of such plans, (ii) amendments to said plans heretofore or hereafter approved by the Board or the Management Development and Compensation Committee of the Board or by Air Products PLC or (iii) any fundamental change in the information contained in such Registration Statements, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Power of Attorney has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Harold A. Wagner ----- Harold A. Wagner	Director, Chairman of the Board, Chief Executive Officer and Employee Benefit Plans Committee Member (Principal Executive Officer)	November 17, 1994
/s/ Gerald A. White ----- Gerald A. White	Senior Vice President-Finance and Employee Benefit Plans Committee Member (Chief Financial Officer)	November 17, 1994

Signature -----	Title -----	Date -----
/s/ Dexter F. Baker ----- Dexter F. Baker	Director	November 17, 1994
/s/ Tom H. Barrett ----- Tom H. Barrett	Director	November 17, 1994
/s/ L. Paul Bremer, III ----- L. Paul Bremer, III	Director	November 17, 1994
/s/ Will M. Caldwell ----- Will C. Caldwell	Director	November 17, 1994
/s/ Robert Cizik ----- Robert Cizik	Director	November 17, 1994
/s/ Ruth M. Davis ----- Ruth M. Davis	Director	November 17, 1994
/s/ Robert F. Dee ----- Robert F. Dee	Director	November 17, 1994
/s/ Terry R. Lautenbach ----- Terry R. Lautenbach	Director	November 17, 1994

Signature

Title

Date

/s/ Walter F. Raab

Walter F. Raab

Director

November 17, 1994

/s/ Judith Rodin

Judith Rodin

Director

November 17, 1994

/s/ Takeo Shiina

Takeo Shiina

Director

November 17, 1994

/s/ Lawrason D. Thomas

Lawrason D. Thomas

Director

November 17, 1994