

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
Amendment No. 9

(This Amendment is being filed in substitution of the  
previous filing in order to add an additional entity)

AIR PRODUCTS & CHEMICALS, INC.

\_\_\_\_\_  
(Issuer)

COMMON SHARES

\_\_\_\_\_  
(Title of Class of Securities)

009158106

\_\_\_\_\_  
(Cusip Number)

The information required in the remainder of this cover  
page shall not be deemed to be "filed" for the purpose  
of Section 18 of the Securities Exchange Act of 1934  
("Act") or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all  
other provisions of the Act.

John P. Elterich  
Investment Department  
State Farm Insurance Companies  
One State Farm Plaza  
Bloomington, IL 61710  
(309) 766-9835

13G

1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Mutual Automobile Insurance Company 37-0533100
2. Member of a Group: (a)\_\_\_\_(b) X
3. SEC USE ONLY:
4. Citizenship or Place of Organization: Illinois
5. Sole Voting Power: 7,352,400
6. Shared Voting Power: 0
7. Sole Dispositive Power: 7,352,400
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by each Reporting person: 7,352,400

10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_
  11. Percent of Class Represented by Amount in Row 9: 3.48 %
  12. Type of Reporting Person: IC
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1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Life Insurance Company 37-0533090
2. Member of a Group: (a)\_\_\_\_(b)\_\_\_X\_\_
3. SEC USE ONLY:
4. Citizenship or Place of Organization: Illinois
5. Sole Voting Power: 140,800
6. Shared Voting Power: 0
7. Sole Dispositive Power: 140,800
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by each Reporting person: 140,800
10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_
11. Percent of Class Represented by Amount in Row 9: 0.06 %
12. Type of Reporting Person: IC

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1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Fire and Casualty Company 37-0533080
  2. Member of a Group: (a)\_\_\_\_(b)\_\_\_X\_\_
  3. SEC USE ONLY:
  4. Citizenship or Place of Organization: Illinois
  5. Sole Voting Power: 1,768,400
  6. Shared Voting Power: 0
  7. Sole Dispositive Power: 1,768,400
  8. Shared Dispositive Power: 0
  9. Aggregate Amount Beneficially Owned by each Reporting person: 1,768,400
  10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_
  11. Percent of Class Represented by Amount in Row 9: 0.83 %
  12. Type of Reporting Person: IC
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1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Investment Management Corp. 37-0902469
2. Member of a Group: (a)\_\_\_\_(b)\_\_\_X\_\_
3. SEC USE ONLY:
4. Citizenship or Place of Organization: Delaware
5. Sole Voting Power: 1,060,000
6. Shared Voting Power: 913
7. Sole Dispositive Power: 1,060,000
8. Shared Dispositive Power: 913

9. Aggregate Amount Beneficially Owned by each Reporting person: 1,060,913  
10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_  
11. Percent of Class Represented by Amount in Row 9: 0.50 %  
12. Type of Reporting Person: IA

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1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Insurance Companies Employee Retirement Trust 36-6042145  
2. Member of a Group: (a)\_\_\_\_(b) \_\_\_\_  
3. SEC USE ONLY:  
4. Citizenship or Place of Organization: Illinois  
5. Sole Voting Power: 4,000,000  
6. Shared Voting Power: 0  
7. Sole Dispositive Power: 4,000,000  
8. Shared Dispositive Power: 0  
9. Aggregate Amount Beneficially Owned by each Reporting person: 4,000,000  
10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_  
11. Percent of Class Represented by Amount in Row 9: 1.89 %  
12. Type of Reporting Person: EP

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1. Name of Reporting Person and I.R.S. Identification No.:  
State Farm Insurance Companies Savings and Thrift Plan for U.S.  
Employees 37-6091823  
2. Member of a Group: (a)\_\_\_\_(b) \_\_\_\_  
3. SEC USE ONLY:  
4. Citizenship or Place of Organization: Illinois  
5. Sole Voting Power: 1,376,800  
6. Shared Voting Power: 0  
7. Sole Dispositive Power: 1,376,800  
8. Shared Dispositive Power: 0  
9. Aggregate Amount Beneficially Owned by each Reporting person: 1,376,800  
10. Check Box if the Aggregate Amount in Row 9 excludes Certain Shares: \_\_\_\_  
11. Percent of Class Represented by Amount in Row 9: 0.65 %  
12. Type of Reporting Person: EP

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Item 1(a) and (b). Name and Address of Issuer:

AIR PRODUCTS & CHEMICALS, INC.  
7201 HAMILTON BLVD.  
ALLENTOWN, PA 18195-1501

Item 2(a). Name of Person Filing: State Farm Mutual Automobile Insurance

Company and related entities; See Item 8  
and Exhibit A

Item 2(b). Address of Principal Business Office: One State Farm Plaza

Bloomington, IL 61710

Item 2(c). Citizenship: United States

Item 2(d) and (e). Title of Class of Securities and Cusip Number: See above.

Item 3. This Schedule is being filed, in accordance with 240.13d-1(b).

See Exhibit A attached.

Item 4(a). Amount Beneficially Owned: 15,699,313 shares on 12/31/1998

Item 4(b). Percent of Class: 7.44 percent pursuant to Rule 13d-3(d)(1).

Item 4(c). Number of shares as to which such person has: The persons

identified in Exhibit A hereto have sole power to vote or to direct the vote and to dispose or to direct the disposition of all shares reported hereby.

Item 5. Ownership of Five Percent or less of a Class: Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the Group:

See Exhibit A attached.

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification. The undersigned certify that, to the best of his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature. After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

02/09/1999

STATE FARM MUTUAL AUTOMOBILE

Date

INSURANCE COMPANY

STATE FARM VARIABLE  
PRODUCT TRUST

STATE FARM LIFE INSURANCE COMPANY

STATE FARM FIRE AND CASUALTY  
COMPANY

STATE FARM INSURANCE COS.  
EMPLOYEE RETIREMENT TRUST

STATE FARM INVESTMENT MANAGEMENT  
CORP.

STATE FARM INSURANCE COS.  
SAVINGS AND THRIFT PLAN  
FOR U.S. EMPLOYEES

STATE FARM GROWTH FUND, INC.

STATE FARM BALANCED FUND, INC.

Paul N. Eckley, Fiduciary of each of the above

Paul N. Eckley, Vice President of each of the above  
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EXHIBIT A

This Exhibit lists the entities affiliated with State Farm Mutual Automobile Insurance Company which might be deemed to constitute a group" with regard to the ownership of shares reported herein. By way of explanation, State Farm Mutual Automobile Insurance Company is the parent of wholly owned subsidiaries, State Farm Life Insurance Company, which is the parent of the wholly owned subsidiary State Farm Life and Accident Assurance Company, and State Farm Fire and Casualty Company, which in turn is the parent of the wholly owned subsidiary State Farm Investment Management Corp. State Farm Investment Management Corp. acts as the investment advisor to State Farm Growth Fund, Inc., State Farm Balanced Fund, Inc., and the State Farm Variable Product Trust. The Investment Committees of the Board of Directors of each of the insurance companies and of the State Farm Investment Management Corp. and the Trustees of the State Farm Insurance Companies Employee Retirement Trust and State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees are vested with the responsibility for investing the assets of the companies, the Funds, the Trusts, and the Equities Account and the Balanced Account of the State Farm Insurance Companies Savings and Thrift Plan for U.S. Employees. State Farm Mutual Automobile Insurance Company employs all personnel of the Investment Department. State Farm Investment Management Corp. has a written agreement with State Farm Mutual Automobile Insurance Company whereby the Investment Department personnel assist State Farm Investment Management Corp. in its duties as investment advisor to the Funds and the State Farm Variable Product Trust. Investment actions taken by the Investment Department are ratified by the Investment Committees of the Boards of Directors of the insurance companies and the Management Corporation and by the Trustees of the Trusts and the Plan. Certain members of the Investment Department also execute voting proxies from time to time but in situations where a vote contrary to that of management on a major policy matter is under consideration, approval of the Investment Committees of the Boards of Directors of the Companies involved is first obtained.

Pursuant to Rule 13d-4 each person listed in the table below expressly disclaims "beneficial ownership" as to all shares as to which such person has no right to receive the proceeds of sale of the security and disclaims that it is part of a "group".

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Name	Classifi- cation Under Item 3	Number of Shares Based on Proceeds of Sale
State Farm Mutual Automobile Insurance Co.	IC	7,352,400
State Farm Life Insurance Company	IC	140,800
State Farm Life and Accident Assurance Co.	IC	0
State Farm Fire and Casualty Company	IC	1,768,400
State Farm Investment Management Corp.	IA	0
State Farm Growth Fund, Inc.	IV	830,000
State Farm Balanced Fund, Inc.	IV	230,000
State Farm Variable Product Trust	IV	913
State Farm Insurance Companies Employee Retirement Trust	EP	4,000,000
State Farm Insurance Companies Savings & Thrift Plan for U.S. Employees	EP	
Equities Account		1,120,800
Balanced Account		256,000

Total

15,699,313