

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sherman Scott A</u>  (Last) (First) (Middle) 7201 HAMILTON BOULEVARD  (Street) ALLENTOWN PA 18195  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AIR PRODUCTS &amp; CHEMICALS INC</u> <u>/DE/ [ APD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  V.P. and G.M.
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2008	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2008		M		8,000	A	\$29.47	36,178	D	
Common Stock	02/21/2008		S		8,000	D	\$94.9	28,178	D	
Common Stock	02/21/2008 <sup>(1)</sup>		J		35.08	A	\$0	3,148.2	I	By RSP <sup>(2)</sup>
Common Stock								2,720	I	By Spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Rights <sup>(3)</sup>	\$0	02/21/2008		J		08/08/1988 <sup>(4)</sup>	10/02/2008	Common Stock	8,000	\$0	0	D	
Stock Option (Right to Buy) <sup>(5)</sup>	\$29.47	02/21/2008		M		08/08/1988 <sup>(6)</sup>	10/02/2008	Common Stock	8,000	\$0	0	D	

**Explanation of Responses:**

- Transactions not required to be made since last filing.
- Shares represented by units of interest in the Company Stock Fund held under the Issuer's Retirement Savings Plan.
- These Rights were cancelled upon the exercise of the Options described herein.
- Rights have exercise dates only during a 30 day period following a change in control of the Company (as described in the LTIP).
- Employee Stock Options (Options) granted under the Issuer's Long-Term Incentive Plan (LTIP). Exercise of these Options cancels the related Rights described herein on a one-for-one basis.
- The Options became exercisable in one-third increments on the first three anniversaries of grant.

**Remarks:**

Linda M. Svoboda as Attorney 02/25/2008  
in Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.