

Registration No. -----

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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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)

W. Douglas Brown, 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)

610-481-4911

-----  
(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(1)
Common Stock, par value \$1	7,200,000	\$26.3125	\$189,450,000	\$52,667.10

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) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sale prices of shares of Common Stock on 8 November 1999 (i.e., \$26.3125 per share).

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 Nos. 33-57017 and 333-36231, for offer and sale pursuant to the Plan. Accordingly, the contents of Registration Statement Nos. 33-57017 and 333-36231 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 12th day of November 1999.

AIR PRODUCTS AND CHEMICALS, INC.  
(Registrant)

By: /s/ W. Douglas Brown  
-----  
W. Douglas Brown\*  
Vice President, General Counsel  
and Secretary

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\* W. Douglas Brown, 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, 4, and 5 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 -----
* ----- Harold A. Wagner	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	12 November 1999
/s/ Leo J. Daley ----- Leo J. Daley	Vice President - Finance (Principal Financial Officer)	12 November 1999
/s/ Paul E. Huck ----- Paul E. Huck	Vice President and Corporate Controller (Principal Accounting Officer)	12 November 1999
----- Mario L. Baeza	Director	12 November 1999
* ----- Tom H. Barrett	Director	12 November 1999
* ----- L. Paul Bremer III	Director	12 November 1999
* ----- Robert Cizik	Director	12 November 1999
* ----- Ursula F. Fairbairn	Director	12 November 1999
* ----- Edward E. Hagenlocker	Director	12 November 1999
* ----- James F. Hardymon	Director	12 November 1999

Signature -----	Title -----	Date -----
* ----- John P. Jones III	Director	12 November 1999
* ----- Joseph J. Kaminski	Director	12 November 1999
* ----- Terry R. Lautenbach	Director	12 November 1999
* ----- Ruud F. M. Lubbers	Director	12 November 1999
* ----- Takeo Shiina	Director	12 November 1999
* ----- Lawrason D. Thomas	Director	12 November 1999

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 12 November 1999.

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

By /s/ W. D. Brown  
-----  
W. D. Brown  
Employee Benefit Plans Committee Chairman  
and Member

By /s/ Leo J. Daley  
-----  
Leo J. Daley  
Employee Benefit Plans Committee Member

By /s/ Joseph J. Kaminski  
-----  
Joseph J. Kaminski  
Employee Benefit Plans Committee Member

By /s/ J. P. McAndrew  
-----  
J. P. McAndrew  
Employee Benefit Plans Committee Member

By \*  
-----  
Harold A. Wagner  
Employee Benefit Plans Committee Member

Registration No. -----

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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EXHIBITS  
TO  
FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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AIR PRODUCTS AND CHEMICALS, INC.  
RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN

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## EXHIBIT INDEX

23. Consent of Arthur Andersen LLP

24. Power of Attorney

No opinion of counsel is being filed because the Common Stock, if any, to be distributed in connection with the Plan will consist exclusively of previously issued shares that are presently held by the Company in treasury or under the Air Products and Chemicals, Inc. Flexible Employee Benefits Trust (which was created to provide for the satisfaction of certain obligations of the Company and its affiliates under various employee plans, including the Plan) and will not constitute original issuance shares; further, no opinion is being furnished with respect to ERISA compliance because the Company has undertaken in Registration Statement No. 33-49981, filed with the Securities and Exchange Commission on Form S-8 on August 13, 1993, that it has submitted and will submit the Plan and any amendment thereto to the Internal Revenue Service (the "IRS") in a timely manner and has made and will make all changes required by the IRS in order to qualify the Plan, said Registration Statement No. 33-49981 having been incorporated by reference into Registration Statement No. 33-57017, which is incorporated by reference herein.

## 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 19 March 1999 on the financial statements of the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan for the year ended 30 September 1998 and our reports dated 30 October 1998, included or incorporated by reference in Air Products and Chemicals, Inc.'s Form 10-K for the year ended 30 September 1998 and all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Philadelphia, Pennsylvania  
9 November 1999

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints HAROLD A. WAGNER or LEO J. DALEY or JAMES H. AGGER or W. DOUG BROWN, 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-3 and S-8 Registration Statements and amendments thereto pertaining to interests in and/or Common Stock offered, issued, sold, or resold under

- the Air Products and Chemicals, Inc. Long-Term Incentive Plan and/or the Air Products and Chemicals, Inc. 1997 Long-Term Incentive Plan (formerly the 1990 Long-Term Incentive Plan);
- the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan and/or the Air Products and Chemicals, Inc. Supplementary Savings Plan;
- the Air Products and Chemicals, Inc. Stock Incentive Program;
- the Air Products Employee Stock Option Award granted 2 October 1995 and/or the Air Products Employee Stock Option Award granted 1 October 1997;
- the Air Products and Chemicals, Inc. Deferred Compensation Plan for Directors and/or the Air Products and Chemicals, Inc. Stock Option Plan for Directors;
- the Air Products PLC U.K. Savings-Related Share Option Scheme and/or the Air Products Group Limited U.K. Savings-Related Share Option Scheme;
- the Direct Investment Program for Shareholders of Air Products and Chemicals, Inc.; and/or
- any other plan, program, or award (together with all of the foregoing, the "Plans") of Air Products and Chemicals, Inc. or its subsidiaries existing from time to time which involves Common Stock,

which Registration Statements may be required in connection with (i) the registration of interests in and/or Common Stock for issuance under any of 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 or established by the Board or the appropriate committee of the Board, by Air Products PLC, by Air Products Group Limited, or by the Plan Administrator, 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 Harold A. Wagner Executive Officer and Employee Benefit Plans Committee Member (Principal Executive Officer)	November 19, 1998
/s/Tom H. Barrett ----- Tom H. Barrett	Director	November 19, 1998
/s/ L. Paul Bremer III ----- L. Paul Bremer III	Director	November 19, 1998
/s/ Robert Cizik ----- Robert Cizik	Director	November 19, 1998
/s/ Ruth M. Davis ----- Ruth M. Davis	Director	November 19, 1998
/s/Ursula F. Fairbairn ----- Ursula F. Fairbairn	Director	November 19, 1998
/s/Edward E. Hagenlocker ----- Edward E. Hagenlocker	Director	November 19, 1998
/s/James F. Hardymon ----- James F. Hardymon	Director	November 19, 1998

/s/John P. Jones III	Director	November 19, 1998
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John P. Jones III		
/s/Joseph J. Kaminski	Director	November 19, 1998
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Joseph J. Kaminski		
/s/Terry R. Lautenbach	Director	November 19, 1998
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Terry R. Lautenbach		
/s/Ruud F. M. Lubbers	Director	November 19, 1998
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Ruud F. M. Lubbers		
/s/Takeo Shinna	Director	November 19, 1998
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Takeo Shiina		
/s/Lawrason D. Thomas	Director	November 19, 1998
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Lawrason D. Thomas		