

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 December 2011

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
(State or Other Jurisdiction of Incorporation or Organization)

23-1274455
(I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania
(Address of Principal Executive Offices)

18195-1501
(Zip Code)

610-481-4911
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark 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 by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). 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 31 December 2011
Common Stock, \$1 par value	210,605,272

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

(Millions of dollars, except for share data)	31 December 2011	30 September 2011
Assets		
Current Assets		
Cash and cash items	\$ 407.3	\$ 422.5
Trade receivables, net	1,529.5	1,575.0
Inventories	704.1	681.4
Contracts in progress, less progress billings	155.9	146.7
Prepaid expenses	85.0	77.9
Other receivables and current assets	294.4	286.3
Total Current Assets	3,176.2	3,189.8
Investment in net assets of and advances to equity affiliates	1,007.2	1,011.6
Plant and equipment, at cost	17,439.2	17,227.1
Less: Accumulated depreciation	9,913.3	9,815.1
Plant and equipment, net	7,525.9	7,412.0
Goodwill	877.5	892.4
Intangible assets, net	249.8	260.7
Noncurrent capital lease receivables	1,106.7	1,042.8
Other noncurrent assets	448.0	481.4
Total Noncurrent Assets	11,215.1	11,100.9
Total Assets	\$14,391.3	\$14,290.7
Liabilities and Equity		
Current Liabilities		
Payables and accrued liabilities	\$ 1,482.1	\$ 1,641.8
Accrued income taxes	123.3	65.5
Short-term borrowings	267.9	562.5
Current portion of long-term debt	463.9	72.2
Total Current Liabilities	2,337.2	2,342.0
Long-term debt	3,884.2	3,927.5
Other noncurrent liabilities	1,513.3	1,512.4
Deferred income taxes	599.5	570.1
Total Noncurrent Liabilities	5,997.0	6,010.0
Total Liabilities	8,334.2	8,352.0
Commitments and Contingencies – See Note 10		
Air Products Shareholders' Equity		
Common stock (par value \$1 per share; issued 2012 and 2011 – 249,455,584 shares)	249.4	249.4
Capital in excess of par value	794.8	805.6
Retained earnings	8,723.8	8,599.5
Accumulated other comprehensive loss	(1,275.6)	(1,253.4)
Treasury stock, at cost (2012 – 38,850,312 shares; 2011 – 39,270,328 shares)	(2,583.4)	(2,605.3)
Total Air Products Shareholders' Equity	5,909.0	5,795.8
Noncontrolling Interests	148.1	142.9
Total Equity	6,057.1	5,938.7
Total Liabilities and Equity	\$14,391.3	\$14,290.7

The accompanying notes are an integral part of these statements.

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

(Millions of dollars, except for share data)	Three Months Ended 31 December	
	2011	2010
Sales	\$2,423.1	\$2,391.7
Cost of sales	1,774.3	1,720.5
Selling and administrative	248.9	244.6
Research and development	28.1	29.2
Net loss on Airgas transaction	—	43.5
Other income, net	12.9	6.7
Operating Income	384.7	360.6
Equity affiliates' income	37.1	27.8
Interest expense	29.4	31.0
Income before Taxes	392.4	357.4
Income tax provision	136.1	81.5
Net Income	256.3	275.9
Less: Net Income Attributable to Noncontrolling Interests	8.2	7.3
Net Income Attributable to Air Products	\$ 248.1	\$ 268.6
Basic Earnings Per Common Share Attributable to Air Products	\$ 1.18	\$ 1.25
Diluted Earnings Per Common Share Attributable to Air Products	\$ 1.16	\$ 1.23
Weighted Average of Common Shares Outstanding (in millions)	210.3	214.2
Weighted Average of Common Shares Outstanding Assuming Dilution (in millions)	213.9	219.2
Dividends Declared Per Common Share – Cash	\$.58	\$.49

The accompanying notes are an integral part of these statements.

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

(Millions of dollars)	Three Months Ended	
	31 December	
	2011	2010
Net Income	\$256.3	\$275.9
Other Comprehensive Income (Loss), net of tax:		
Translation adjustments, net of tax of \$14.0 and \$13.9	(38.2)	48.0
Net loss on derivatives, net of tax of (\$3.4) and (\$4.0)	(9.3)	(6.2)
Unrealized holding loss on available-for-sale securities, net of tax of (\$3.1)	—	(5.2)
Reclassification adjustments:		
Derivatives, net of tax of \$4.1 and \$4.2	9.9	7.0
Available-for-sale securities, net of tax of (\$.1)	—	(.2)
Pension and postretirement benefits, net of tax of \$8.9 and \$8.7	16.1	16.5
Total Other Comprehensive Income (Loss)	(21.5)	59.9
Comprehensive Income	234.8	335.8
Comprehensive Income Attributable to Noncontrolling Interests	8.9	15.1
Comprehensive Income Attributable to Air Products	\$225.9	\$320.7

The accompanying notes are an integral part of these statements.

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

(Millions of dollars)	Three Months Ended 31 December	
	2011	2010
Operating Activities		
Net Income	\$ 256.3	\$ 275.9
Less: Net income attributable to noncontrolling interests	8.2	7.3
Net income attributable to Air Products	\$ 248.1	\$ 268.6
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	212.5	217.6
Deferred income taxes	26.3	(2.3)
Undistributed earnings of unconsolidated affiliates	(10.4)	14.9
Gain on sale of assets and investments	(4.9)	(.8)
Share-based compensation	11.8	10.2
Noncurrent capital lease receivables	(61.2)	(37.7)
Net loss on Airgas transaction	—	43.5
Payment of acquisition-related costs	—	(12.0)
Other adjustments	17.9	30.2
Working capital changes that provided (used) cash, excluding effects of acquisitions and divestitures:		
Trade receivables	27.8	(11.5)
Inventories	(23.3)	(10.2)
Contracts in progress, less progress billings	(9.6)	9.8
Other receivables	8.2	11.6
Payables and accrued liabilities	(58.2)	(229.3)
Other working capital	45.7	34.0
Cash Provided by Operating Activities	430.7	336.6
Investing Activities		
Additions to plant and equipment	(349.7)	(306.9)
Investment in and advances to unconsolidated affiliates	(21.2)	—
Proceeds from sale of assets and investments	11.9	33.2
Change in restricted cash	2.0	(3.1)
Cash Used for Investing Activities	(357.0)	(276.8)
Financing Activities		
Long-term debt proceeds	400.1	38.5
Payments on long-term debt	(3.3)	(137.6)
Net decrease in commercial paper and short-term borrowings	(315.4)	(33.3)
Dividends paid to shareholders	(121.9)	(104.8)
Proceeds from stock option exercises	7.9	36.8
Excess tax benefit from share-based compensation	2.8	8.5
Payment for subsidiary shares from noncontrolling interests	(58.4)	—
Other financing activities	(.1)	1.3
Cash Used for Financing Activities	(88.3)	(190.6)
Effect of Exchange Rate Changes on Cash	(.6)	3.7
Decrease in Cash and Cash Items	(15.2)	(127.1)
Cash and Cash Items – Beginning of Year	422.5	374.3
Cash and Cash Items – End of Period	\$ 407.3	\$ 247.2

The accompanying notes are an integral part of these statements.

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

(Millions of dollars unless otherwise indicated, except for share data)

1. BASIS OF PRESENTATION AND MAJOR ACCOUNTING POLICIES

Refer to our 2011 Form 10-K for a description of major accounting policies. There have been no material changes to these accounting policies during the first three months of 2012.

The consolidated financial statements of Air Products and Chemicals, Inc. and its subsidiaries (“we”, “our”, “us”, the “Company”, “Air Products”, or “registrant”) included herein have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In our opinion, the accompanying statements reflect 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. Adjustments included herein are of a normal, recurring nature unless otherwise disclosed in the Notes. The interim results for the periods indicated herein, however, do not reflect certain adjustments, such as the valuation of inventories on the LIFO cost basis, which can only be finally determined on an annual basis. The consolidated financial statements and related Notes included herein should be read in conjunction with the financial statements and Notes thereto included in our latest Form 10-K in order to fully understand the basis of presentation. Results of operations for interim periods are not necessarily indicative of the results of operations for a full year.

2. NEW ACCOUNTING GUIDANCE

New Accounting Guidance to be Implemented

Goodwill Impairment

In September 2011, the FASB issued authoritative guidance that amends previous guidance related to the manner in which entities test goodwill for impairment. The new guidance provides an entity the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If it is determined to be more likely than not that the fair value of a reporting unit is less than its carrying amount, entities must perform the quantitative analysis of the goodwill impairment test. Otherwise, the quantitative test is optional. This guidance will be effective for us for annual and interim goodwill impairment tests performed after 30 September 2012. The implementation of this guidance does not impact our consolidated financial statements.

Multiemployer Pension

In September 2011, the FASB issued authoritative guidance that amends previous guidance related to the disclosure requirements for employers participating in multiemployer pension plans. The purpose of the new disclosures is to provide financial statement users with information about an employer’s level of participation in and the financial health of significant plans. Current recognition and measurement guidance for an employer’s participation in a multiemployer plan is not affected. This guidance will be effective for our fiscal year 2012 annual disclosures. Based on our level of participation in multiemployer plans, the impact of adopting this guidance should not be material to our consolidated financial statements.

Statement of Comprehensive Income

In June 2011, the FASB issued authoritative guidance that amends previous guidance for the presentation of comprehensive income. It eliminates the current option to present other comprehensive income in the statement of changes in equity. Under this revised guidance, an entity will have the option to present the components of net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive financial statements. The standard is effective for us beginning in the first quarter of fiscal year 2013. We are currently evaluating the presentation alternatives for adopting the guidance, but we do not anticipate a material impact on our consolidated financial statements upon adoption.

Fair Value Measurements

In May 2011, the FASB issued authoritative guidance that amends previous guidance for fair value measurement and disclosure requirements. The revised guidance changes certain fair value measurement principles, clarifies the application of existing fair value measurements and expands the disclosure requirements, particularly for Level 3 fair value measurements which utilize inputs that are based on our own internal assumptions. This standard is effective for us beginning in the second quarter of fiscal year 2012. We have evaluated the impact of this guidance and concluded that it will not have a material impact on our consolidated financial statements.

3. SUBSEQUENT EVENT – DISCONTINUED OPERATIONS

Homecare

In January 2012, the Board of Directors authorized the sale of our Homecare business. This business is currently reported in the Merchant Gases segment and will be accounted for as discontinued operations in the second quarter of fiscal year 2012. Assets of the Homecare business totaled approximately \$525 as of 31 December 2011.

On 8 January 2012, we reached agreements for The Linde Group to purchase our Homecare business in Belgium, Germany, France, Portugal and Spain. This business represents approximately 80% of our total Homecare business revenues.

The transactions are subject to regulatory approvals and employee consultation requirements and are expected to close in the second quarter of fiscal year 2012. Total sale proceeds of €590 million (approximately \$767) will be received in cash at closing. This amount includes contingent proceeds of €110 million (approximately \$143) related to future business activity in Spain and Portugal. The gain related to the contingent proceeds will be deferred until the contingency period ends and the final proceeds are realized per the terms of the agreement. We will also be entitled to receive additional cash proceeds based on a percentage of the collection of the accounts receivable recorded between 30 September 2011 and the sale closing date. We anticipate a gain on the sale of this business in the second quarter of fiscal year 2012.

We expect to sell the remaining portion of the Homecare business, which is primarily in the United Kingdom, within the next year.

4. AIRGAS TRANSACTION

In February 2010, we commenced a tender offer to acquire all the outstanding common stock of Airgas, Inc. (Airgas), including the associated preferred stock purchase rights. Based on a decision by the Delaware Chancery Court to uphold the decision of Airgas' Board of Directors to retain the preferred stock purchase rights, we withdrew our offer on 15 February 2011.

The three months ended 31 December 2010 included an expense of \$43.5 (\$27.2 after-tax, or \$.12 per share) which was reflected separately on the consolidated income statement as "Net loss on Airgas transaction." This expense included amortization of the fees related to the term loan credit facility and other acquisition-related costs. The three months ended 31 December 2010 included cash payments for acquisition-related costs of \$12.0, which was classified as an operating activity on the consolidated statements of cash flows. For additional details on this transaction, refer to Note 3, Airgas Transaction, in our 2011 Form 10-K.

5. INVENTORIES

The components of inventories are as follows:

	31 December 2011	30 September 2011
Inventories at FIFO Cost		
Finished goods	\$532.8	\$489.1
Work in process	32.5	29.9
Raw materials, supplies and other	238.2	258.2
	803.5	777.2
Less: Excess of FIFO cost over LIFO cost	(99.4)	(95.8)
	\$704.1	\$681.4

FIFO cost approximates replacement cost. Our inventories have a high turnover, and as a result, there is little difference between the original cost of an item and its current replacement cost.

6. GOODWILL

Changes to the carrying amount of consolidated goodwill by segment for the three months ended 31 December 2011 are as follows:

	30 September 2011	Currency Translation	31 December 2011
Merchant Gases	\$575.4	\$(16.8)	\$558.6
Tonnage Gases	14.1	(.2)	13.9
Electronics and Performance Materials	302.9	2.1	305.0
	\$892.4	\$(14.9)	\$877.5

Goodwill is subject to impairment testing at least annually. In addition, goodwill is tested more frequently if a change in circumstances or the occurrence of events indicates that potential impairment exists.

7. FINANCIAL INSTRUMENTS

Currency Price Risk Management

Our earnings, cash flows, and financial position are exposed to foreign currency risk from foreign currency denominated transactions and net investments in foreign operations. It is our policy to minimize our cash flow volatility to changes in currency exchange rates. This is accomplished by identifying and evaluating the risk that our cash flows will change in value due to changes in exchange rates and by executing the appropriate strategies necessary to manage such exposures. Our objective is to maintain economically balanced currency risk management strategies that provide adequate downside protection.

Forward Exchange Contracts

We enter into forward exchange contracts to reduce the cash flow exposure to foreign currency fluctuations associated with highly anticipated cash flows and certain firm commitments such as the purchase of plant and equipment. The maximum remaining term of any forward exchange contract currently outstanding and designated as a cash flow hedge at 31 December 2011 is 2.7 years. Forward exchange contracts are also used to hedge the value of investments in certain foreign subsidiaries and affiliates by creating a liability in a currency in which we have a net equity position. The primary currency pair in this portfolio of forward exchange contracts is the Euro/U.S. dollar.

In addition to the forward exchange contracts that are designated as hedges, we utilize forward exchange contracts that are not designated as hedges. These contracts are used to economically hedge foreign currency-denominated monetary assets and liabilities, primarily working capital. The primary objective of these forward exchange contracts is to protect the value of foreign currency-denominated monetary assets and liabilities from the effects of volatility in foreign exchange rates that might occur prior to their receipt or settlement. This portfolio of forward exchange contracts comprises many different foreign currency pairs, with a profile that changes from time to time depending on business activity and sourcing decisions.

The table below summarizes our outstanding currency price risk management instruments:

	31 December 2011		30 September 2011	
	US\$ Notional	Years Average Maturity	US\$ Notional	Years Average Maturity
Forward exchange contracts:				
Cash flow hedges	\$1,307.6	.5	\$1,512.1	.4
Net investment hedges	615.8	1.7	635.8	2.0
Not designated	260.6	.1	226.3	.1
Total Forward Exchange Contracts	\$2,184.0	.8	\$2,374.2	.8

In addition to the above, we use foreign currency-denominated debt and qualifying intercompany loans that are related to an outstanding borrowing from a third party to hedge the foreign currency exposures of our net investment in certain foreign subsidiaries. The designated foreign currency denominated debt at 31 December 2011 included €720.7 million and 30 September 2011 included €742.1 million. The designated intercompany loans were €437.0 million at 31 December 2011 and 30 September 2011.

Debt Portfolio Management

It is our policy to identify on a continuing basis the need for debt capital and evaluate the financial risks inherent in funding the Company with debt capital. Reflecting the result of this ongoing review, the debt portfolio and hedging program are managed with the objectives and intent to (1) reduce funding risk with respect to borrowings made by us to preserve our access to debt capital and provide debt capital as required for funding and liquidity purposes, and (2) manage the aggregate interest rate risk and the debt portfolio in accordance with certain debt management parameters.

Interest Rate Swap Contracts

We enter into interest rate swap contracts to change the fixed/variable interest rate mix of our debt portfolio in order to maintain the percentage of fixed- and variable-rate debt within the parameters set by management. In accordance with these parameters, the agreements are used to optimize interest rate risks and costs inherent in our debt portfolio. Our interest rate swap portfolio will generally consist of fixed to floating swaps which are designated as fair value hedges and pre-issuance interest rate swap agreements to hedge the interest rate on anticipated fixed-rate debt issuance which are designated as cash flow hedges. At 31 December 2011, outstanding interest rate swaps were denominated in U.S. dollars and Euros. The notional amount of the interest rate swap agreements are equal to or less than the designated debt instrument being hedged. When interest rate swaps are used, the indices of the swap instruments and the debt to which they are designated are the same. It is our policy not to enter into any interest rate swap contracts which lever a move in interest rates on a greater than one-to-one basis.

Cross Currency Interest Rate Swap Contracts

We enter into cross currency interest rate swap contracts when our risk management function deems necessary. These contracts may entail both the exchange of fixed- and floating-rate interest payments periodically over the life of the agreement and the exchange of one currency for another currency at inception and at a specified future date. These contracts effectively convert the currency denomination of a debt instrument into another currency in which we have a net equity position while changing the interest rate characteristics of the instrument. The contracts are used to hedge certain net investments in foreign operations. The current cross currency swap portfolio consists of a single fixed-to-fixed swap between U.S. dollars and British Pound Sterling.

The following table summarizes our outstanding interest rate swaps and cross currency interest rate swaps:

	31 December 2011				30 September 2011			
	US\$ Notional	Pay %	Average Receive %	Years Average Maturity	US\$ Notional	Pay %	Average Receive %	Years Average Maturity
Interest rate swaps (fair value hedge)	\$579.6	LIBOR	3.38%	4.3	\$583.9	LIBOR	3.38%	4.5
Cross currency interest rate swaps (net investment hedge)	\$ 32.2	5.54%	5.48%	2.2	\$ 32.2	5.54%	5.48%	2.5
Interest rate swaps (cash flow hedge)	\$ —	—	—	—	\$300.0	2.33%	LIBOR	.4

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The table below summarizes the fair value and balance sheet location of our outstanding derivatives:

	Balance Sheet Location	31 December 2011 Fair Value	30 September 2011 Fair Value	Balance Sheet Location	31 December 2011 Fair Value	30 September 2011 Fair Value
Derivatives Designated as Hedging Instruments:						
Forward exchange contracts	Other receivables	\$ 14.9	\$ 22.0	Accrued liabilities	\$39.2	\$33.0
Interest rate swap contracts	Other receivables	10.0	5.8	Accrued liabilities	.9	3.8
Forward exchange contracts	Other noncurrent assets	52.4	45.0	Other noncurrent liabilities	1.8	1.0
Interest rate swap contracts	Other noncurrent assets	42.1	42.4	Other noncurrent liabilities	1.8	2.2
Total Derivatives Designated as Hedging Instruments		\$ 119.4	\$ 115.2		\$43.7	\$40.0
Derivatives Not Designated as Hedging Instruments:						
Forward exchange contracts	Other receivables	\$ 1.9	\$ 3.0	Accrued liabilities	\$ 2.0	\$ 3.8
Total Derivatives		\$ 121.3	\$ 118.2		\$45.7	\$43.8

Refer to Note 8, Fair Value Measurements, which defines fair value, describes the method for measuring fair value, and provides additional disclosures regarding fair value measurements.

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The table below summarizes the gain or loss related to our cash flow hedges, fair value hedges, net investment hedges, and derivatives not designated as hedging instruments.

	Three Months Ended 31 December							
	Forward Exchange Contracts		Foreign Currency Debt		Other ^(A)		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Cash Flow Hedges, net of tax:								
Net gain (loss) recognized in OCI (effective portion)	\$ (12.8)	\$ (6.2)	\$ —	\$ —	\$ 3.5	\$ —	\$ (9.3)	\$ (6.2)
Net (gain) loss reclassified from OCI to sales/cost of sales (effective portion)	.3	(.8)	—	—	—	—	.3	(.8)
Net loss reclassified from OCI to other income (effective portion)	8.5	7.3	—	—	—	—	8.5	7.3
Net loss reclassified from OCI to interest expense (effective portion)	.7	—	—	—	.3	.3	1.0	.3
Net loss reclassified from OCI to other (income) expense (ineffective portion)	.1	.2	—	—	—	—	.1	.2
Fair Value Hedges:								
Net gain (loss) recognized in other (income) expense ^(B)	\$ —	\$ —	\$ —	\$ —	\$ (.9)	\$ (14.4)	\$ (.9)	\$ (14.4)
Net Investment Hedges, net of tax:								
Net gain (loss) recognized in OCI	\$ 9.1	\$ 4.0	\$ 37.3	\$ 17.1	\$.2	\$.2	\$ 46.6	\$ 21.3
Derivatives Not Designated as Hedging Instruments:								
Net gain (loss) recognized in other income (expense) ^(C)	\$ (2.1)	\$.2	\$ —	\$ —	\$ —	\$ —	\$ (2.1)	\$.2

^(A) Other includes the impact on other comprehensive income (OCI) and earnings primarily related to interest rate swaps.

^(B) The impact of fair value hedges noted above was largely offset by gains and losses resulting from the impact of changes in related interest rates on recognized outstanding debt.

^(C) The impact of the non-designated hedges noted above was largely offset by gains and losses, respectively, resulting from the impact of changes in exchange rates on recognized assets and liabilities denominated in nonfunctional currencies.

The amount of cash flow hedges' unrealized gains and losses at 31 December 2011 that are expected to be reclassified to earnings in the next twelve months are not material.

The cash flows related to all derivative contracts are reported in the operating activities section of the consolidated statements of cash flows.

Credit Risk-Related Contingent Features

Certain derivative instruments are executed under agreements that require us to maintain a minimum credit rating with both Standard & Poor's and Moody's. If our credit rating falls below this threshold, the counterparty to the derivative instruments has the right to request full collateralization on the derivatives' net liability position. The net liability position of derivatives with credit risk-related contingent features was \$10.6 as of 31 December 2011 and \$10.5 as of 30 September 2011. Because our current credit rating is above the various pre-established thresholds, no collateral has been posted on these liability positions.

Counterparty Credit Risk Management

We execute all financial derivative transactions with counterparties that are highly rated financial institutions, all of which are investment grade at this time. Some of our underlying derivative agreements give us the right to require the institution to post collateral if its credit rating falls below the pre-established thresholds with Standard & Poor's or Moody's. These are the same agreements referenced in Credit Risk-Related Contingent Features above. The collateral that the counterparties would be required to post was \$79.3 as of 31 December 2011 and \$66.1 as of 30 September 2011. No financial institution is required to post collateral at this time, as all have credit ratings at or above the threshold.

8. FAIR VALUE MEASUREMENTS

Fair value is defined as an exit price (i.e., the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date). The methods and assumptions used to measure the fair value of financial instruments are as follows:

Derivatives

The fair value of our interest rate swap agreements and forward exchange contracts are quantified using the income approach and are based on estimates using standard pricing models. These models take into account the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. The computation of the fair values of these instruments is generally performed by the Company. These standard pricing models utilize inputs which are derived from or corroborated by observable market data such as interest rate yield curves and currency spot and forward rates. In addition, on an ongoing basis, we randomly test a subset of our valuations against valuations received from the transaction's counterparty to validate the accuracy of our standard pricing models. Counterparties to these derivative contracts are highly rated financial institutions.

Refer to Note 7, Financial Instruments, for a description of derivative instruments, including details on the balance sheet line classifications.

Available-for-Sale Securities

The fair value of available-for-sale securities is based on a market approach, specifically quoted market prices in publicly traded companies from the New York Stock Exchange and NASDAQ. These investments are reported within other noncurrent assets on the consolidated balance sheet, with holding gains and losses recorded to OCI, net of tax. At 31 December 2011, we did not have any available-for-sale securities.

Long-term Debt

The fair value of our debt is based on estimates using standard pricing models that take into account the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. These standard valuation models utilize observable market data such as interest rate yield curves and currency spot rates. We generally perform the computation of the fair value of these instruments.

Other Liabilities

As of 30 September 2011, other liabilities included the obligation to purchase 25% of the remaining shares of CryoService Limited (CSL). CSL is not publicly traded and therefore, no observable market existed for the shares. The fair value of the outstanding liability was determined using an internally developed valuation model that was based on a multiple of earnings formula. On 30 November 2011, payment was remitted for this obligation and 100% of the shares are now owned. Refer to Note 13, Noncontrolling Interests, for additional information.

The carrying values and fair values of financial instruments were as follows:

	31 December 2011		30 September 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
Derivatives				
Forward exchange contracts	\$ 69.2	\$ 69.2	\$ 70.0	\$ 70.0
Interest rate swap contracts	52.1	52.1	48.2	48.2
Liabilities				
Derivatives				
Forward exchange contracts	\$ 43.0	\$ 43.0	\$ 37.8	\$ 37.8
Interest rate swap contracts	2.7	2.7	6.0	6.0
Long-term debt, including current portion	4,348.1	4,674.3	3,999.7	4,284.5
Other liabilities	—	—	51.0	51.0

The carrying amounts reported in the balance sheet for cash and cash items, trade receivables, payables and accrued liabilities, accrued income taxes, and short-term borrowings approximate fair value due to the short-term nature of these instruments. Accordingly, these items have been excluded from the above table.

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The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as follows:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the asset or liability.

Level 3 — Inputs that are unobservable for the asset or liability based on our own assumptions (about the assumptions market participants would use in pricing the asset or liability).

The following table summarizes assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets:

	31 December 2011				30 September 2011			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets at Fair Value								
Derivatives								
Forward exchange contracts	\$ 69.2	\$—	\$ 69.2	\$—	\$ 70.0	\$—	\$ 70.0	\$—
Interest rate swap contracts	52.1	—	52.1	—	48.2	—	48.2	—
Total Assets at Fair Value	\$121.3	\$—	\$121.3	\$—	\$118.2	\$—	\$118.2	\$—
Liabilities at Fair Value								
Derivatives								
Forward exchange contracts	\$ 43.0	\$—	\$ 43.0	\$—	\$ 37.8	\$—	\$ 37.8	\$—
Interest rate swap contracts	2.7	—	2.7	—	6.0	—	6.0	—
Other liabilities	—	—	—	—	51.0	—	—	51.0
Total Liabilities at Fair Value	\$ 45.7	\$—	\$ 45.7	\$—	\$ 94.8	\$—	\$ 43.8	\$51.0

Refer to Note 1, Major Accounting Policies, in our 2011 Form 10-K and Note 7, Financial Instruments, in this quarterly filing for additional information on our accounting and reporting of the fair value of financial instruments.

Changes in the fair value of other liabilities, valued using significant unobservable inputs (Level 3), are presented below:

Balance at 30 September 2011	\$ 51.0
Expense included in interest expense	.8
Payment to settle liability	(52.1)
Currency translation adjustment	.3
Balance at 31 December 2011	\$ —

9. RETIREMENT BENEFITS

The components of net pension cost for the defined benefit pension plans and other postretirement benefit cost for the three months ended 31 December 2011 and 2010 were as follows:

Three Months Ended 31 December	Pension Benefits				Other Benefits	
	2011		2010		2011	2010
	U.S.	International	U.S.	International		
Service cost	\$ 11.3	\$ 6.0	\$ 10.9	\$ 7.2	\$ 1.1	\$ 1.4
Interest cost	31.1	15.7	30.8	15.7	1.0	.8
Expected return on plan assets	(44.5)	(16.8)	(44.9)	(16.6)	—	—
Prior service cost amortization	.7	.1	.6	.2	—	—
Actuarial loss amortization	19.6	3.9	16.0	7.4	.7	1.0
Other	—	.6	—	.4	—	—
Net periodic benefit cost	\$ 18.2	\$ 9.5	\$ 13.4	\$ 14.3	\$ 2.8	\$ 3.2

For the three months ended 31 December 2011 and 2010, our cash contributions to funded plans and benefit payments under unfunded plans were \$8.1 and \$208.7, respectively. Total contributions for fiscal 2012 are expected to be approximately \$40 to \$60. During fiscal 2011, total contributions were \$241.

10. COMMITMENTS AND CONTINGENCIES

Litigation

We are involved in various legal proceedings, including competition, environmental, health, safety, product liability, and insurance matters. In September 2010, the Brazilian Administrative Council for Economic Defense (CADE) issued a decision against our Brazilian subsidiary, Air Products Brasil Ltda., and several other Brazilian industrial gas companies for alleged anticompetitive activities. CADE imposed a civil fine of R\$179.2 million (approximately \$96 at 31 December 2011) on Air Products Brasil Ltda. This fine was based on a recommendation by a unit of the Brazilian Ministry of Justice whose investigation began in 2003 alleging violation of competition laws with respect to the sale of industrial and medical gases. The fines are based on a percentage of our total revenue in Brazil in 2003.

We have denied the allegations made by the authorities and filed an appeal in October 2010 with the Brazilian courts. Certain of our defenses, if successful, could result in the matter being dismissed with no fine against us. We, with advice of our outside legal counsel, have assessed the status of this matter and have concluded that although an adverse final judgment after exhausting all appeals is reasonably possible, such a judgment is not probable. As a result, no provision has been made in the consolidated financial statements. We estimate the maximum possible loss to be the full amount of the fine of R\$179.2 million (approximately \$96 at 31 December 2011) plus interest accrued thereon until final disposition of the proceedings.

We are required to provide security for the payment of the fine (and interest) in order to suspend execution of the judgment during the appeal process, during which time interest will accrue on the fine. The security is only collectible by the court in the event we are not successful in our appeal and do not timely pay the fine. The security could be in the form of a bank guarantee or in other forms which the courts deem acceptable. The form of security to be provided by us has not been finally determined.

While we do not expect that any sums we may have to pay in connection with this or any other legal proceeding would have a materially adverse effect on our consolidated financial position or net cash flows, a future charge for regulatory fines or damage awards could have a significant impact on our net income in the period in which it is recorded.

Environmental

In the normal course of business, we are involved in legal proceedings under the Comprehensive Environmental Response, Compensation, and Liability Act (the federal Superfund law), similar state environmental laws, and the Resource Conservation and Recovery Act (RCRA) relating to the designation of certain sites for investigation or remediation. Presently, there are approximately 36 sites on which a final settlement has not been reached where we, along with others, have been designated a potentially responsible party by the Environmental Protection Agency or are otherwise engaged in investigation or remediation, including cleanup activity at certain of our current and former manufacturing sites. We continually monitor these sites for which we have environmental exposure.

Accruals for environmental loss contingencies are recorded when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated consistent with the policy set forth in Note 1, Major Accounting Policies, to the consolidated financial statements in our 2011 Form 10-K. The consolidated balance sheets at 31 December 2011 and 30 September 2011 included an accrual of \$81.4 and \$82.3, respectively, primarily as part of other noncurrent liabilities. The environmental liabilities will be paid over a period of up to 30 years. We estimate the exposure for environmental loss contingencies to range from \$81 to a reasonably possible upper exposure of \$95 as of 31 December 2011.

Actual costs to be incurred at identified sites in future periods may vary from the estimates, given inherent uncertainties in evaluating environmental exposures. Using reasonably possible alternative assumptions of the exposure level could result in an increase to the environmental accrual. Due to the inherent uncertainties related to environmental exposures, a significant increase to the reasonably possible upper exposure level could occur if a new site is designated, the scope of remediation is increased, a different remediation alternative is identified, or a significant increase in our proportionate share occurs. We do not expect that any sum we may have to pay in connection with environmental matters in excess of the amounts recorded or disclosed above would have a material adverse impact on our financial position or results of operations in any one year.

PACE

At 31 December 2011, \$34.9 of the environmental accrual was related to the Pace facility.

In 2006, we sold our Amines business, which included operations at Pace, Florida and recognized a liability for retained environmental obligations associated with remediation activities at Pace. We are required by the Florida Department of Environmental Protection (FDEP) and the United States Environmental Protection Agency (USEPA) to continue our remediation efforts. We estimated that it would take about 20 years to complete the groundwater remediation, and the costs through completion were estimated to range from \$42 to \$52. As no amount within the range was a better estimate than another, we recognized a pretax expense in fiscal 2006 of \$42.0 as a component of income from discontinued operations and recorded an environmental accrual of \$42.0 in continuing operations on the consolidated balance sheets. There has been no change to the estimated exposure range related to the Pace facility.

We have implemented many of the remedial corrective measures at the Pace, Florida facility required under 1995 Consent Orders issued by the FDEP and the USEPA. Contaminated soils have been bioremediated, and the treated soils have been secured in a lined on-site disposal cell. Several groundwater recovery systems have been installed to contain and remove contamination from groundwater. We completed an extensive assessment of the site to determine how well existing measures are working, what additional corrective measures may be needed, and whether newer remediation technologies that were not available in the 1990s might be suitable to more quickly and effectively remove groundwater contaminants. Based on assessment results, we completed a focused feasibility study that appears to have identified new and alternative approaches which should more effectively remove contaminants and achieve the targeted remediation goals. We continue to review the new approaches with the FDEP.

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PIEDMONT

At 31 December 2011, \$20.8 of the environmental accrual was related to the Piedmont site.

On 30 June 2008, we sold our Elkton, Maryland and Piedmont, South Carolina production facilities and the related North American atmospheric emulsions and global pressure sensitive adhesives businesses. In connection with the sale, we recognized a liability for retained environmental obligations associated with remediation activities at the Piedmont site. This site is under active remediation for contamination caused by an insolvent prior owner. The sale of the site triggered expense recognition. Prior to the sale, remediation costs had been capitalized since they improved the property as compared to its condition when originally acquired. We are required by the South Carolina Department of Health and Environmental Control to address both contaminated soil and groundwater. Numerous areas of soil contamination have been addressed, and contaminated groundwater is being recovered and treated. We estimated that it would take until 2015 to complete source area remediation and another 15 years thereafter to complete groundwater recovery, with costs through completion estimated to be \$24. We recognized a pretax expense in 2008 of \$24.0 as a component of income from discontinued operations and recorded an environmental liability of \$24.0 in continuing operations on the consolidated balance sheets. There has been no change to the estimated exposure.

PAULSBORO

At 31 December 2011, \$8.0 of the environmental accrual was related to the Paulsboro site.

During the first quarter of 2009, management committed to a plan to sell the production facility in Paulsboro, New Jersey and recognized a \$16.0 environmental liability associated with this site. The change in the liability balance since it was established is a result of spending and changes in the estimated exposure. In December 2009, we completed the sale of this facility. We are required by the New Jersey state law to investigate and, if contaminated, remediate a site upon its sale. We estimate that it will take several years to complete the investigation/remediation efforts at this site.

Agreement to Purchase Shares in Equity Affiliate

In September 2011, we entered into an agreement to acquire 25% of the outstanding shares of Abdullah Hashim Industrial Gases & Equipment Co. Ltd. (AHG). The transaction is subject to regulatory approval and customary local closing conditions. The closing date is expected to occur early in calendar year 2012. AHG is a company of the privately-owned Abdullah Hashim Group, based in the Kingdom of Saudi Arabia. AHG is the largest private industrial gases company in Saudi Arabia. It is comprised of three businesses, including industrial gases, equipment and consumables and refrigerants. The transaction will be recorded as an investment in net assets of and advances to equity affiliates in the Merchant Gases segment.

11. SHARE-BASED COMPENSATION

We have various share-based compensation programs, which include stock options, deferred stock units, and restricted shares. During the three months ended 31 December 2011, we granted 1,079,860 stock options at a weighted-average exercise price of \$82.64 and an estimated fair value of \$21.43 per option. The fair value of these options was estimated using a Black Scholes option valuation model that used the following assumptions: expected volatility of 29.0%-30.4%; expected dividend yield of 2.3%; expected life in years of 7.3-9.0; and a risk-free interest rate of 1.7%-2.1%. In addition, we granted 232,475 deferred stock units at a weighted-average grant-date fair value of \$82.66 and 34,595 restricted shares at a weighted-average grant-date fair value of \$82.64. Refer to Note 18, Share-Based Compensation, in our 2011 Form 10-K for information on the valuation and accounting for these programs.

Share-based compensation cost charged against income in the three months ended 31 December 2011 was \$11.8 (\$7.7 after-tax). Of the share-based compensation cost recognized for the three months ended 31 December 2011, \$10.1 was a component of selling and administrative expense, \$1.4 a component of cost of sales, and \$.3 a component of research and development. Share-based compensation cost charged against income in the three months ended 31 December 2010 was \$10.2 (\$6.3 after-tax). The amount of share-based compensation cost capitalized in 2012 and 2011 was not material.

12. EQUITY

The following is a summary of the changes in total equity for the three months ended 31 December:

	Three Months Ended 31 December					
	2011			2010		
	Air Products	Non-controlling Interests	Total Equity	Air Products	Non-controlling Interests	Total Equity
Balance at 30 September	\$5,795.8	\$142.9	\$5,938.7	\$5,546.9	\$150.7	\$5,697.6
Net Income	248.1	8.2	256.3	268.6	7.3	275.9
Components of Other Comprehensive Income (Loss), net of tax						
Translation adjustments	(39.0)	.8	(38.2)	40.1	7.9	48.0
Net loss on derivatives	(9.2)	(.1)	(9.3)	(6.1)	(.1)	(6.2)
Unrealized holding loss on available-for-sale securities	—	—	—	(5.2)	—	(5.2)
Reclassification adjustments:						
Derivatives	9.9	—	9.9	7.0	—	7.0
Available-for-sale securities	—	—	—	(.2)	—	(.2)
Pension and postretirement benefits	16.1	—	16.1	16.5	—	16.5
Total Other Comprehensive Income (Loss)	(22.2)	.7	(21.5)	52.1	7.8	59.9
Comprehensive Income	225.9	8.9	234.8	320.7	15.1	335.8
Dividends on common stock (per share \$.58, \$.49)	(122.2)	—	(122.2)	(105.3)	—	(105.3)
Share-based compensation expense	11.8	—	11.8	10.2	—	10.2
Issuance of treasury shares for stock option and award plans	(2.3)	—	(2.3)	31.6	—	31.6
Tax benefit of stock option and award plans	4.2	—	4.2	13.3	—	13.3
Purchase of noncontrolling interests	(4.4)	(1.9)	(6.3)	(6.1)	—	(6.1)
Contribution from noncontrolling interests	—	—	—	—	1.4	1.4
Other equity transactions	.2	(1.8)	(1.6)	(1.3)	—	(1.3)
Balance at 31 December	\$5,909.0	\$148.1	\$6,057.1	\$5,810.0	\$167.2	\$5,977.2

13. NONCONTROLLING INTERESTS

In June 2010, we entered into agreements to increase our ownership percentage from 72% to 97% of CryoService Limited (CSL), a cryogenic and specialty gases company in the U.K. At 30 September 2011, the liability to purchase the additional 25%, based on a multiple of earnings formula, was reported in payables and accrued liabilities on the consolidated balance sheet. On 30 November 2011, we remitted consideration of £33.2 million (\$52.1) to fulfill this obligation. Refer to Note 8, Fair Value Measurements, for a rollforward of the liability balance. For additional information, refer to Note 19 in our 2011 Form 10-K.

In the first quarter of 2012, we entered into an agreement to purchase the remaining 3% shares of CSL, increasing our ownership percentage to 100%. On 30 November 2011, we remitted consideration of £4.0 million (\$6.3) to purchase the remaining 3% shares of CSL.

The following table presents the effect of changes in ownership interests in subsidiaries on Air Products shareholder's equity:

	Three Months Ended 31 December	
	2011	2010
Net Income Attributable to Air Products	\$ 248.1	\$ 268.6
Transfers to noncontrolling interests:		
Decrease in Air Products capital in excess of par value for purchase of noncontrolling interests	(4.4)	(6.1)
Changes from net income attributable to Air Products and transfers to noncontrolling interests	\$ 243.7	\$ 262.5

14. EARNINGS PER SHARE

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

	Three Months Ended 31 December	
	2011	2010
NUMERATOR		
Net Income Attributable to Air Products (used in basic and diluted EPS)	\$248.1	\$268.6
DENOMINATOR (in millions)		
Weighted average number of common shares outstanding	210.3	214.2
Effect of dilutive securities		
Employee stock options	2.8	4.1
Other award plans	.8	.9
	3.6	5.0
Weighted average number of common shares outstanding assuming dilution	213.9	219.2
BASIC EPS ATTRIBUTABLE TO AIR PRODUCTS	\$ 1.18	\$ 1.25
DILUTED EPS ATTRIBUTABLE TO AIR PRODUCTS	\$ 1.16	\$ 1.23

Options on 4.1 million and 2.1 million shares were antidilutive and therefore excluded from the computation of diluted earnings per share for the three months ended 31 December 2011 and 2010, respectively.

15. INCOME TAXES

We have been challenged by the Spanish tax authorities predominantly over income tax deductions taken by certain of our Spanish subsidiaries during fiscal years 2005-2011. Although we continue to believe that all positions taken were compliant with applicable laws, in November 2011 we reached a settlement with the Spanish tax authorities for €41.3 million (approximately \$56) in resolution of all tax issues under examination. Of this settlement, \$43.8 (\$.20 per share) increased our income tax expense and had an 11.2% impact in our effective tax rate for the three months ended 31 December 2011. The cash payment for the settlement was principally paid in January 2012.

As of 31 December 2011, our unrecognized tax benefits include an amount related to certain transactions of a Spanish subsidiary for years 1991 and 1992, a period before we controlled this subsidiary. In March 2009 the Spanish appeals court (Audiencia Nacional) ruled in favor of our Spanish subsidiary. The Spanish government appealed this court decision to the Spanish Supreme Court. We did not reverse the liability accrued for these unrecognized tax benefits as this decision was appealed. On 25 January 2012, the Spanish Supreme Court released its decision affirming the decision of the Audiencia Nacional and deciding in favor of Air Products. As a result, in the second quarter we will record a reduction in unrecognized tax benefits of approximately \$60, including interest, which will reduce income tax expense in an equal amount.

16. SUPPLEMENTAL INFORMATION

Debt Issuance

On 3 November 2011, we issued a \$400.0 senior fixed-rate 3.0% note that matures 3 November 2021.

Share Repurchase Program

On 15 September 2011, the Board of Directors authorized the repurchase of up to \$1,000 of our outstanding common stock. We repurchase shares pursuant to Rules 10b5-1 and 10b-18 under the Securities Exchange Act of 1934, as amended, through repurchase agreements established with several brokers. During the first three months of fiscal year 2012, no shares were repurchased. At 31 December 2011, \$1,000 in share repurchase authorization remained.

17. BUSINESS SEGMENT AND GEOGRAPHIC INFORMATION

Our segments are organized based on differences in product and/or type of customer. We have four business segments consisting of Merchant Gases, Tonnage Gases, Electronics and Performance Materials, and Equipment and Energy.

Business Segment Information

	Three Months Ended 31 December	
	2011	2010
Sales to External Customers		
Merchant Gases	\$ 989.3	\$ 987.8
Tonnage Gases	809.8	766.0
Electronics and Performance Materials	535.2	526.0
Equipment and Energy	88.8	111.9
Segment and Consolidated Totals	\$2,423.1	\$2,391.7
Operating Income		
Merchant Gases	\$ 191.6	\$ 200.5
Tonnage Gases	111.4	115.6
Electronics and Performance Materials	78.1	68.9
Equipment and Energy	7.3	20.2
Segment total	\$ 388.4	\$ 405.2
Net loss on Airgas transaction	—	(43.5)
Other	(3.7)	(1.1)
Consolidated Total	\$ 384.7	\$ 360.6

	31 December 2011	30 September 2011
Identifiable Assets ^(A)		
Merchant Gases	\$ 5,082.3	\$ 5,091.7
Tonnage Gases	4,593.8	4,464.3
Electronics and Performance Materials	2,548.0	2,488.9
Equipment and Energy	313.2	335.6
Segment total	\$12,537.3	\$12,380.5
Other	846.8	898.6
Consolidated Total	\$13,384.1	\$13,279.1

^(A) Identifiable assets are equal to total assets less investment in net assets of and advances to equity affiliates.

Geographic Information

	Three Months Ended 31 December	
	2011	2010
Sales to External Customers		
North America	\$1,098.2	\$1,125.9
Europe	702.0	729.2
Asia	573.3	481.8
Latin America/Other	49.6	54.8
Total	\$2,423.1	\$2,391.7

Geographic information is based on country of origin. The Europe region operates principally in Belgium, France, Germany, the Netherlands, Poland, the U.K. and Spain. The Asia region operates principally in China, Korea, and Taiwan.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

(Millions of dollars, except for share data)

The disclosures in this quarterly report are complementary to those made in our 2011 Form 10-K. An analysis of results for the first quarter of 2012 is provided in the Management's Discussion and Analysis to follow.

All comparisons in the discussion are to the corresponding prior year unless otherwise stated. All amounts presented are in accordance with U.S. generally accepted accounting principles (GAAP), except as noted.

Captions such as net income attributable to Air Products and diluted earnings per share attributable to Air Products are simply referred to as "net income" and "diluted earnings per share" throughout this Management's Discussion and Analysis, unless otherwise stated.

The discussion of first quarter results that follows includes comparisons to non-GAAP financial measures. These non-GAAP measures exclude the Spanish tax settlement in 2012 and the net loss on Airgas transaction in 2011. The presentation of non-GAAP measures is intended to enhance the usefulness of financial information by providing measures that our management uses internally to evaluate our baseline performance on a comparable basis. The reconciliation of reported GAAP results to non-GAAP measures is presented on pages 26-27.

FIRST QUARTER 2012 VS. FIRST QUARTER 2011

FIRST QUARTER 2012 IN SUMMARY

- Sales of \$2,423.1 increased 1%, or \$31.4. Underlying sales increased 1%, primarily due to higher pricing in the Merchant Gases and Electronics and Performance Materials segments. Overall volumes were flat as higher volumes from new plants in Tonnage Gases were offset by lower volumes in our Equipment, Performance Materials, and Merchant Gases businesses.
- Operating income of \$384.7 increased 7%, or \$24.1, and operating margin of 15.9% increased 80 basis points (bp). On a non-GAAP basis, operating income decreased 5%, or \$19.4, and operating margin decreased 100bp primarily from lower volumes in Merchant Gases, lower Equipment sales and an unfavorable currency impact.
- Net income of \$248.1 decreased 8%, or \$20.5, and diluted earnings per share of \$1.16 decreased 6%, or \$.07. On a non-GAAP basis, net income decreased 1%, or \$3.9, and diluted earnings per share increased 1%, or \$.01. A summary table of changes in diluted earnings per share is presented below.

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Changes in Diluted Earnings per Share Attributable to Air Products

	Three Months Ended 31 December		Increase (Decrease)
	2011	2010	
Diluted Earnings per Share	\$1.16	\$1.23	\$(.07)
Net loss on Airgas transaction	—	.12	(.12)
Spanish tax settlement	.20	—	.20
Diluted Earnings per Share – Non-GAAP Basis	\$1.36	\$1.35	\$.01
Operating Income (after-tax)			
Underlying business			
Volume			\$(.05)
Price/raw materials			(.02)
Costs			.02
Currency			(.02)
Operating Income			(.07)
Other (after-tax)			
Equity affiliates' income			.03
Income tax rate			.02
Average shares outstanding			.03
Other			.08
Total Change in Diluted Earnings per Share – Non-GAAP Basis			\$.01

RESULTS OF OPERATIONS

Discussion of Consolidated Results

	Three Months Ended 31 December		\$ Change	Change
	2011	2010		
Sales	\$2,423.1	\$2,391.7	\$ 31.4	1%
Operating income – GAAP Basis	384.7	360.6	24.1	7%
Operating income – Non-GAAP Basis	384.7	404.1	(19.4)	(5)%
Operating margin – GAAP Basis	15.9%	15.1%	—	80bp
Operating margin – Non-GAAP Basis	15.9%	16.9%	—	(100bp)
Equity affiliates' income	37.1	27.8	9.3	33%

Sales

	% Change from Prior Year
Underlying business	
Volume	— %
Price	1%
Currency	— %
Energy and raw material cost pass-through	— %
Total Consolidated Change	1%

Underlying sales increased 1%, primarily due to higher pricing of 1% driven by our Merchant Gases and Electronics and Performance Materials segments. Volumes were flat as higher volumes from new plants in Tonnage Gases were offset by lower volumes in the Merchant Gases, Performance Materials, and Equipment businesses.

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Operating Income

Operating income of \$384.7 increased 7%, or \$24.1. On a non-GAAP basis, operating income of \$384.7 decreased 5%, or \$19.4. Underlying business decreased by \$13 primarily due to unfavorable volume mix of \$12 and lower recovery of raw material costs in pricing of \$5, partially offset by lower costs of \$4. The decrease in costs was due to productivity efforts which more than offset inflation. Unfavorable currency translation and foreign exchange impacts decreased operating income by \$6. On a GAAP basis, prior year operating income includes a \$43.5 net loss related to the Airgas transaction.

Equity Affiliates' Income

Income from equity affiliates of \$37.1 increased \$9.3, primarily due to a prior year charge for the anticipated sale of a plant in one of our affiliates in Asia.

Selling and Administrative Expense (S&A)

S&A expense of \$248.9 increased \$4.3, primarily due to inflation. S&A as a percent of sales increased to 10.3% from 10.2%.

Research and Development (R&D)

R&D expense of \$28.1 decreased \$1.1. R&D, as a percent of sales, remained flat at 1.2%.

Net loss on Airgas Transaction

In the first quarter of 2011, an expense of \$43.5 (\$27.2 after-tax, or \$.12 per share) was recognized related to the Airgas transaction. Refer to Note 4, Airgas Transaction, to the consolidated financial statements for details.

Other Income, Net

Items recorded to other income arise from transactions and events not directly related to our principal income earning activities.

Other income of \$12.9 increased \$6.2, primarily due to an increase in net gains on asset sales. Otherwise, no individual items were significant in comparison to the prior year.

Interest Expense

	Three Months Ended 31 December	
	2011	2010
Interest incurred	\$37.3	\$34.7
Less: capitalized interest	7.9	3.7
Interest expense	\$29.4	\$31.0

Interest incurred increased \$2.6. The increase was driven primarily by a higher average debt balance, partially offset by a lower average interest rate on the debt portfolio. The change in capitalized interest is driven by an increase in project spending which qualified for capitalization.

Effective Tax Rate

The effective tax rate equals the income tax provision divided by income before taxes. On a GAAP basis, the effective tax rate was 34.7% and 22.8% in the first quarter of 2012 and 2011, respectively. The current year rate includes expense of \$43.8 related to the Spanish tax settlement. Refer to Note 15 for details. On a non-GAAP basis, the effective tax rate was 23.5% and 24.4% in the first quarter of 2012 and 2011, respectively. The decrease in the effective tax rate was primarily due to the geographic mix and amount of taxable income.

On 25 January 2012, the Spanish Supreme Court released its decision affirming the decision of the Spanish appeals court (Audiencia Nacional) and deciding in favor of Air Products as discussed in Note 15, Income Taxes. As a result, in the second quarter we will record a reduction in unrecognized tax benefits of approximately \$60, including interest, which will reduce income tax expense in an equal amount. There is no cash impact from this decision.

Net Income

Net income was \$248.1 compared to \$268.6 and diluted earnings per share was \$1.16 compared to \$1.23. On a non-GAAP basis, net income was \$291.9 compared to \$295.8 and diluted earnings per share was \$1.36 compared to \$1.35. A summary table of changes in earnings per share is presented on page 22.

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Subsequent Event – Homecare

In January 2012, the Board of Directors authorized the sale of our Homecare business. This business is currently reported in the Merchant Gases segment and will be accounted for as discontinued operations in the second quarter of fiscal year 2012.

On 8 January 2012, we reached agreements for The Linde Group to purchase our Homecare business in Belgium, Germany, France, Portugal and Spain. The business represents approximately 80% of our total Homecare business revenues.

The transactions are subject to regulatory approvals and employee consultation requirements and are expected to close in the second quarter of fiscal year 2012. Total sale proceeds of Euro 590 million (approximately \$767) will be received in cash at closing. We anticipate a gain on the sale of this business in the second quarter of fiscal year 2012. We expect to sell the remaining portion of the Homecare business, which is primarily in the United Kingdom, within the next year.

See Note 3 to the Consolidated Financial Statements for further information.

Segment Analysis

Merchant Gases

	Three Months Ended 31 December		\$ Change	Change
	2011	2010		
Sales	\$989.3	\$987.8	\$ 1.5	— %
Operating income	191.6	200.5	(8.9)	(4)%
Operating margin	19.4%	20.3%	—	(90bp)
Equity affiliates' income	32.1	28.8	3.3	11%

Merchant Gases Sales

	% Change from Prior Year
Underlying business	
Volume	(1)%
Price	1%
Currency	— %
Total Merchant Gases Sales Change	— %

Underlying sales were flat due to lower volumes of 1% and higher pricing of 1%.

In the U.S./Canada, sales increased 2%, with price up 3%, partially offset by reduced volumes of 1%. The increase in pricing was across most product lines as we took actions to recover higher costs. In Europe, sales decreased 2%, with volumes down 2% and an unfavorable currency impact of 1%, partially offset by higher price of 1%. Volumes were down primarily due to overall weakness in the region. In Asia, sales increased 2%, with volumes up 1% and a favorable currency impact of 2%, partially offset by reduced pricing of 1%. Liquid argon pricing was down due to favorable spot pricing in China in the prior year.

Merchant Gases Operating Income and Margin

Operating income was lower primarily due to lower volumes of \$8, lower recovery of raw material costs in pricing of \$2, and an unfavorable currency impact of \$1, partially offset by lower costs of \$2. Operating margin decreased 90bp from prior year, primarily due to lower volumes.

Merchant Gases Equity Affiliates' Income

Merchant Gases equity affiliates' income increased primarily as a result of higher volumes.

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Tonnage Gases

	Three Months Ended 31 December		\$ Change	Change
	2011	2010		
Sales	\$809.8	\$766.0	\$43.8	6%
Operating income	111.4	115.6	(4.2)	(4)%
Operating margin	13.8%	15.1%	—	(130bp)

Tonnage Gases Sales

	% Change from Prior Year
Underlying business	
Volume	6%
Energy and raw material cost pass-through	1%
Currency	(1)%
Total Tonnage Gases Sales Change	6%

Sales increased 6%, or \$43.8. Volumes increased 6% primarily driven by new plants. Higher energy and raw material contractual cost pass-through to customers increased sales by 1%. Currency decreased sales by 1%.

Tonnage Gases Operating Income and Margin

Operating income was lower by 4% due to higher operating costs of \$8, primarily driven by higher maintenance costs, and an unfavorable currency impact of \$2, partially offset by increased volumes of \$6. Operating margin decreased 130 bp from prior year, primarily due to higher maintenance costs.

Electronics and Performance Materials

	Three Months Ended 31 December		\$ Change	Change
	2011	2010		
Sales	\$535.2	\$526.0	\$ 9.2	2%
Operating income	78.1	68.9	9.2	13%
Operating margin	14.6%	13.1%	—	150bp

Electronics and Performance Materials Sales

	% Change from Prior Year
Underlying business	
Volume	1%
Price	1%
Currency	— %
Total Electronics and Performance Materials Sales Change	2%

Sales increased due to higher volumes of 1% and higher pricing of 1%. Electronics sales increased 4%, reflecting increased volumes in the tonnage and equipment businesses. Performance Materials sales decreased 1%, due to lower volumes of 6%, partially offset by higher pricing of 4% and favorable currency of 1%. The decrease in volumes was across all product lines.

Electronics and Performance Materials Operating Income and Margin

Operating income was higher primarily from lower operating costs of \$13 and higher volumes of \$2, partially offset by lower recovery of raw material costs in pricing of \$3 and unfavorable currency of \$3. Operating margin improved primarily due to better cost performance.

[Table of Contents](#)**Equipment and Energy**

	Three Months Ended 31 December		\$ Change	Change
	2011	2010		
Sales	\$88.8	\$111.9	\$(23.1)	(21)%
Operating income	7.3	20.2	(12.9)	(64)%

Equipment and Energy Sales and Operating Income

Sales of \$88.8 and operating income of \$7.3 decreased due to lower air separation unit and LNG heat exchanger activity.

The sales backlog for the Equipment business at 31 December 2011 was \$310, compared to \$334 at 30 September 2011.

Other

Other operating income (loss) includes other expense and income that cannot be directly associated with the business segments, including foreign exchange gains and losses and interest income. Also included are LIFO inventory adjustments, as the business segments use FIFO and the LIFO pool adjustments are not allocated to the business segments. Corporate general and administrative costs and research and development costs are fully allocated to the business segments.

Other operating loss was \$(3.7) compared to \$(1.1). No individual items were significant in comparison to the prior year.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The presentation of non-GAAP measures is intended to enhance the usefulness of financial information by providing measures which our management uses internally to evaluate our baseline performance on a comparable basis. Presented below are reconciliations of the reported GAAP results to the non-GAAP measures.

CONSOLIDATED RESULTS

	Operating Income	Operating Margin ^(b)	Net Income	Diluted EPS
2012 GAAP	\$384.7	15.9%	\$248.1	\$1.16
2011 GAAP	360.6	15.1%	268.6	1.23
Change GAAP	\$ 24.1	80bp	\$ (20.5)	\$ (.07)
% Change GAAP	7%		(8)%	(6)%
2012 GAAP	\$384.7	15.9%	\$248.1	\$1.16
Spanish tax settlement	—	—	43.8	.20
2012 Non-GAAP Measure	\$384.7	15.9%	\$291.9	\$1.36
2011 GAAP	\$360.6	15.1%	\$268.6	\$1.23
Net loss on Airgas transaction (tax impact \$16.3) ^(a)	43.5	1.8%	27.2	.12
2011 Non-GAAP Measure	\$404.1	16.9%	\$295.8	\$1.35
Change Non-GAAP Measure	\$ (19.4)	(100bp)	\$ (3.9)	\$.01
% Change Non-GAAP Measure	(5)%		(1)%	1%

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	Effective Tax Rate	
	2012	2011
Income Tax Provision — GAAP	\$ 136.1	\$ 81.5
Income before taxes — GAAP	\$ 392.4	\$ 357.4
Effective Tax Rate — GAAP	34.7%	22.8%
Income Tax Provision — GAAP	\$ 136.1	\$ 81.5
Net loss on Airgas transaction tax impact	—	16.3
Spanish tax settlement	(43.8)	—
Income Tax Provision — Non-GAAP Measure	\$ 92.3	\$ 97.8
Income before taxes — GAAP	\$ 392.4	\$ 357.4
Net loss on Airgas transaction	—	43.5
Income before taxes — Non-GAAP Measure	\$ 392.4	\$ 400.9
Effective Tax Rate — Non-GAAP Measure	23.5%	24.4%

- (a) Based on average statutory tax rate of 37.44%
- (b) Operating Margin is calculated by dividing operating income by sales.

PENSION BENEFITS

Refer to Note 9, Retirement Benefits, to the consolidated financial statements for details on pension cost and cash contributions. For additional information on our pension benefits and associated accounting policies, refer to the Pension Benefits section of Management's Discussion and Analysis and Note 15, Retirement Benefits, to the consolidated financial statements in our 2011 Form 10-K.

LIQUIDITY AND CAPITAL RESOURCES

We have maintained a strong financial position through the first three months of 2012. We continue to have consistent access to commercial paper markets and cash flow from operations and financing activities are expected to meet liquidity needs for the foreseeable future.

As of 31 December 2011, we had \$395.2 of foreign cash and cash items compared to a total amount of cash and cash items of \$407.3. If the foreign cash and cash items are needed for operations in the U.S. or we otherwise elect to repatriate the funds, we may be required to accrue and pay U.S. taxes on a significant portion of these amounts. However, since we have significant current investment plans outside the U.S., it is our intent to permanently reinvest the majority of our foreign cash and cash items outside the U.S. Further, our current plans do not demonstrate a need to repatriate foreign funds in order to fund U.S. operations.

The narrative below refers to the consolidated statements of cash flows included on page 6.

Operating Activities

Net cash provided by operating activities increased \$94.1, or 28%. The increase resulted from the favorable impact of changes in working capital of \$186.2, partially offset by unfavorable adjustments to income to reconcile to cash provided by operating activities of \$71.6 and lower net income of \$20.5.

Changes in working capital increased cash provided by operating activities \$186.2 and primarily included:

- A \$171.1 positive cash flow variance from payables and accrued liabilities resulting primarily from higher pension contributions in the prior year.
- A \$39.3 positive cash flow variance in trade receivables. This increase was primarily the result of lower sales partially offset by the slower collection of receivables.

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- A \$24.2 net negative cash flow variance in the other working capital accounts. The decrease is primarily from changes in contracts in progress due to higher spending in the Europe and Asia regions and higher inventory levels.

Unfavorable adjustments to reconcile net income to cash provided by operating activities were \$71.6 and primarily included:

- A non-cash charge of \$31.5 for the Airgas transaction in the prior year.
- An increase in the undistributed earnings of equity affiliates of \$25.3 due to higher dividend payments in the prior year.

Investing Activities

Cash used for investing activities increased \$80.2 and primarily included:

- Higher capital expenditures for plant and equipment of \$42.8.
- A \$21.3 negative cash flow variance from lower proceeds from the sale of assets and investments.
- Higher investments and advances to unconsolidated affiliates of \$21.2.

Capital expenditures are detailed in the table below:

	Three Months Ended 31 December	
	2011	2010
Additions to plant and equipment	\$349.7	\$306.9
Investment in and advances to unconsolidated affiliates	21.2	—
Capital expenditures on a GAAP basis	\$370.9	\$306.9
Capital lease expenditures ^(A)	28.2	62.1
Purchase of noncontrolling interests ^(A)	6.3	—
Capital expenditures on a Non-GAAP basis	\$405.4	\$369.0

^(A) We utilize a non-GAAP measure in the computation of capital expenditures and include spending associated with facilities accounted for as capital leases and purchases of noncontrolling interests. Certain contracts associated with facilities that are built to provide product to a specific customer are required to be accounted for as leases, and such spending is reflected as a use of cash within cash provided by operating activities. Additionally, the purchase of noncontrolling interests in a subsidiary is accounted for as an equity transaction and will be reflected as a financing activity in the statement of cash flows. The presentation of this non-GAAP measure is intended to enhance the usefulness of information by providing a measure which our management uses internally to evaluate and manage our expenditures.

Financing Activities

Cash used for financing activities decreased \$102.3, primarily due to a net increase in borrowings of \$213.8, partially offset by the payment for subsidiary shares from noncontrolling interests of \$58.4, lower proceeds from stock option exercises of \$28.9 and higher dividends paid to shareholders of \$17.1.

Our borrowings (short- and long-term proceeds, net of repayments) were a net increase of \$81.4 as compared to net repayments of \$132.4 during 2011. Borrowings in 2012 included a \$400.0 senior fixed-rate 3.0% note issued on 3 November 2011. Payments in 2012 included \$316.4 of net commercial paper repayments. Payments in 2011 included a \$125.0 maturing medium-term note.

Total debt at 31 December 2011 and 30 September 2011, expressed as a percentage of the sum of total debt and total equity, was 43.2% and 43.4%, respectively. Total debt increased from \$4,562.2 at 30 September 2011 to \$4,616.0 at 31 December 2011.

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As of 30 September 2011, a 4.25% Eurobond for \$401.6 maturing in 2012 was classified as long-term debt because of our intent and ability to refinance the debt under our \$2,170.0 committed credit facility maturing in 2015 and our intent to refinance via the U.S. or European public or private placement markets. As of 31 December 2011, we no longer intend to refinance this Eurobond and have reclassified it from long-term debt to current portion of long-term debt on the consolidated balance sheet.

During fiscal year 2011, we increased our total multicurrency revolving facility to a total of \$2,170.0 maturing on 30 June 2015. Our only financial covenant is a leverage ratio (long-term debt divided by the sum of long-term debt plus equity) of no greater than 60%. As of 31 December 2011, no borrowings were outstanding under these commitments. Additional commitments totaling \$472.9 are maintained by our foreign subsidiaries, of which \$429.4 was borrowed and outstanding at 31 December 2011.

We are in compliance with all of the financial and other covenants under our debt agreements.

On 15 September 2011, the Board of Directors authorized the repurchase of up to \$1,000 of our outstanding common stock. During the first three months of fiscal year 2012, no shares were repurchased. At 31 December 2011, \$1,000 in share repurchase authorization remains.

CONTRACTUAL OBLIGATIONS

We are obligated to make future payments under various contracts such as debt agreements, lease agreements, unconditional purchase obligations, and other long-term obligations. There have been no material changes to contractual obligations as reflected in the Management's Discussion and Analysis in our 2011 Form 10-K.

COMMITMENTS AND CONTINGENCIES

Refer to Note 16, Commitments and Contingencies, to the consolidated financial statements in our 2011 Form 10-K and for current updates on Litigation and Environmental matters refer to Note 10, Commitments and Contingencies, in this quarterly filing.

OFF-BALANCE SHEET ARRANGEMENTS

There have been no material changes to off-balance sheet arrangements as reflected in the Management's Discussion and Analysis in our 2011 Form 10-K. We are not a primary beneficiary in any material variable interest entity. Our off-balance sheet arrangements are not reasonably likely to have a material impact on financial condition, changes in financial condition, and results of operations or liquidity.

RELATED PARTY TRANSACTIONS

Our principal related parties are equity affiliates operating in the industrial gas business. We did not engage in any material transactions involving related parties that included terms or other aspects that differ from those which would be negotiated at arm's length with clearly independent parties.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of our financial condition and results of operations is based on the consolidated financial statements and accompanying notes that have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Our significant accounting policies are described in Note 1, Major Accounting Policies, to the consolidated financial statements and the critical accounting policies and estimates are described in the Management's Discussion and Analysis included in our 2011 Form 10-K. Information concerning our implementation and impact of new accounting standards issued by the FASB is included in Note 2, New Accounting Guidance, to the consolidated financial statements. There have been no changes in accounting policy in the current period that had a material impact on our financial condition, change in financial condition, liquidity, or results of operations.

NEW ACCOUNTING GUIDANCE

See Note 2, New Accounting Guidance, to the consolidated financial statements for information concerning our implementation and impact of new accounting guidance.

FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management’s reasonable expectations and assumptions as of the date this report is filed. Actual performance and financial results may differ materially from projections and estimates expressed in the forward-looking statements because of many factors not anticipated by management, including, without limitation, slowing of global economic recovery; renewed deterioration in global or regional economic and business conditions; weakening demand for the Company’s products; future financial and operating performance of major customers and industries served by the Company; unanticipated contract terminations or customer cancellations or postponement of projects and sales; the success of commercial negotiations; asset impairments due to economic conditions or specific product or customer events; the impact of competitive products and pricing; interruption in ordinary sources of supply of raw materials; the ability to recover unanticipated increased energy and raw material costs from customers; costs and outcomes of litigation or regulatory activities; successful development and market acceptance of new products and applications; the ability to attract, hire and retain qualified personnel in all regions of the world where the Company operates; the success of productivity programs; the success and impact of restructuring and cost reduction initiatives; achieving anticipated acquisition synergies; the timing, impact, and other uncertainties of future acquisitions or divestitures; significant fluctuations in interest rates and foreign currencies from that currently anticipated; the continued availability of capital funding sources in all of the Company’s foreign operations; the impact of environmental, healthcare, tax or other legislation and regulations in jurisdictions in which the Company and its affiliates operate; the impact of new or changed financial accounting guidance; the impact on the effective tax rate of changes in the mix of earnings among our U.S. and international operations; and other risk factors described in the Company’s Form 10K for its fiscal year ended September 30, 2011. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company’s assumptions, beliefs or expectations or any change in events, conditions, or circumstances upon which any such forward-looking statements are based.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information on our utilization of financial instruments and an analysis of the sensitivity of these instruments to selected changes in market rates and prices is included in our 2011 Form 10-K.

There were no material changes to market risk sensitivities for interest rate risk on fixed debt or foreign currency exchange rate risk since 30 September 2011.

The net financial instrument position increased from a liability of \$4,261.1 at 30 September 2011 to a liability of \$4,598.7 at 31 December 2011. The increase is primarily due to the impact of a higher book value of long-term debt (excluding exchange rate impacts), partially offset by the impact of a stronger U.S. Dollar on the translation of foreign currency debt.

Item 4. Controls and Procedures

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). As of 31 December 2011 (the Evaluation Date), an evaluation of the effectiveness of our disclosure controls and procedures was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report these disclosure controls and procedures were effective.

During the quarter that ended on the Evaluation Date, there was no change in internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits.

Exhibits required by Item 601 of Regulation S-K

- 10.1 Form of Award Agreement under the Long-Term Incentive Plan of the Company, used for FY2012 awards.
- 12. Computation of Ratios of Earnings to Fixed Charges.
- 31.1. Certification by the Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2. Certification by the Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32. Certification by the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 101.INS XBRL Instance Document††
- 101.SCH XBRL Taxonomy Extension Schema††
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase††
- 101.LAB XBRL Taxonomy Extension Label Linkbase††
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase††
- 101.DEF XBRL Taxonomy Extension Definition Linkbase††

† The certification attached as Exhibit 32 that accompanies this Quarterly Report on Form 10-Q, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Air Products and Chemicals, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

†† In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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: 27 January 2012

By:

/s/ Paul E. Huck

Paul E. Huck
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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IMPORTANT—ACTION REQUIRED: In order for your FY12 stock awards to become effective, you must use the voting button at the top of this email, click on “I agree to the award terms & conditions” and reply by 29 February 2012. Failure to respond by this date will result in forfeiture of your award.

Company Confidential Communication to: «First_name» «Last_name»

I would like to take this opportunity to thank you for your commitment to the Company both in the past and most importantly looking forward. You play an important role in the future performance of our Company.

One of the priorities of our management compensation program is to provide you with the opportunity to share in the long-term success of Air Products. As a result, I am pleased to present your 2012 stock awards under the Company’s Long-Term Incentive Plan. These awards make up the long-term component of your total pay package and link your personal wealth to the performance of the Company.

Your 2012 awards are valued at \$<Tot Value> and include:

- A Nonstatutory *Stock Option* to purchase «Stock_Option» shares of Common Stock at a purchase price of \$82.64 per share, which is the 1 December 2011 closing sale price of a share of Common Stock, valued at \$«SO Value»; and
- An award of «RSU» *4-Year Restricted Shares* of Company Common Stock issued to you as of 1 December 2011 valued at \$<RS Value>; and
- «Perf_Share» *Deferred Stock Units* with a three year performance period valued at \$<PS Value>, each Unit (a “*Performance Share*”) being equivalent in value to one share of Common Stock.

Thank you again for your dedication and on-going contributions to Air Products.

Your 2012 Awards are subject to and contingent upon your agreement to the attached conditions described in Exhibit A. Please read these conditions carefully, particularly the descriptions of “Prohibited Activities”. This letter, together with its Exhibit, constitutes the agreement governing your 2012 Awards (“Awards Agreement”). Your 2012 Awards are also at all times subject to the applicable provisions of the Long-Term Incentive Plan (the “Plan”) and to any determinations made by the Management Development and Compensation Committee of the Company’s Board of Directors (the “Committee”) or its delegate, with respect to your 2012 Awards as contemplated or permitted by the Plan or the Conditions. The Committee has established a one-year holding period for a portion of your Stock Options as further explained in Section 7 of Exhibit A.

Neither your 2012 Awards, this Award Agreement or the Plan constitute a contract of employment; nor do they guarantee your continued employment for any period required for all or any of your 2012 Awards to vest, become exercisable, be earned or be paid out. Except as otherwise indicated all capitalized words used in this Awards Agreement have the meanings described in the Plan.

WITNESSETH the due execution of this Awards Agreement at Allentown, Pennsylvania effective as of the 1st day of December 2011 intending to be legally bound hereby.

AIR PRODUCTS AND CHEMICALS, INC.

By:

A handwritten signature in black ink, appearing to read "John E. McGlade". The signature is written in a cursive, flowing style.

John E. McGlade

Exhibit

EXHIBIT A

**AIR PRODUCTS AND CHEMICALS, INC. (the "Company")
LONG-TERM INCENTIVE PLAN
FY2012 AWARD AGREEMENT**

1. As described in the foregoing grant letter, you are hereby granted FY2012 Awards consisting of Stock Options ("Options"), Restricted Shares of Company Common Stock ("Restricted Shares"), and Deferred Stock Units to be called "Performance Shares" under the Air Products and Chemicals, Inc. Long-Term Incentive Plan (the "Plan"). The Options are "Nonstatutory Stock Options" as described in Section 6 of the Plan. The Restricted Shares are described in Section 8 of the Plan. The Deferred Stock Units are described in Section 9 of the Plan. The Management Development and Compensation Committee of the Company's Board of Directors (the "Committee") has approved these Awards subject to the applicable provisions of the Plan and the terms of this Agreement, and contingent upon your acceptance of this Agreement. Except as noted herein, all capitalized terms used in this Agreement have the meaning ascribed to them in the Plan. A copy of the Plan is available from the Corporate Secretary's Office of the Company, 7201 Hamilton Boulevard, Allentown, PA 18195-1501.
2. Each Option entitles you to purchase one share of Company Common Stock ("Share") at a purchase price of \$82.64 (the "Grant Price") as described below. You can first purchase Shares as follows: (i) up to one-third of the Shares may be purchased on or after 1 December 2012 and (ii) up to an additional one-third of such Shares may be purchased on or after 1 December 2013 and 2014, respectively. The Options are granted as of 1 December 2011 and will continue for a period of ten (10) years from such grant date and will expire and no longer be exercisable after the close of the New York Stock Exchange on 1 December 2021. Any Option which is unexercised as of the close of the New York Stock Exchange on 1 December 2021 and which has not terminated in accordance with Paragraph 4 of this Agreement, will be settled by a Net Exercise whereby the Company will issue you shares of Common Stock equal to the number of shares covered by the Option, reduced by the number of whole shares that has a Fair Market Value equal to or in excess of the sum of the aggregate Grant Price of the Options and the minimum statutory withholding tax obligation arising from the Net Exercise of the Options, and shall remit any excess of the Fair Market Value of such shares to you.

3. You may purchase Shares covered by an Option by providing to the Company's agent, Fidelity Stock Plan Services, LLC or any successor thereto ("Fidelity"), notice of exercise of the Option in a form designated by Fidelity and the Grant Price of the Shares. Payment of the Grant Price and applicable taxes may be made in cash or by providing an irrevocable exercise notice coupled with irrevocable instructions to Fidelity to simultaneously sell all or portion of the Shares and deliver to the Company on the settlement date the portion of the proceeds representing the Grant Price and any taxes to be withheld. Payment of the Grant Price may also be made by delivery or attestation of ownership of other Shares of Common Stock owned by you with a Fair Market Value equal to the Grant Price, in which case the number of Shares acquired in the exercise will be reduced by an amount equal in value to the amount of any taxes required to be withheld and by the number of Shares as to which ownership was attested.
4. Your Options terminate as of the close of business on the last day of your employment with the Company and all its Subsidiaries, unless your employment ends due to your death, Disability, or Retirement on or after 30 November 2012. Upon your, death, Disability, or Retirement on or after 30 November 2012, your Options will not terminate and any unexercisable portion of the Options will be extended until its expiration (that is, will become and be exercisable) as if you have continued to be an active employee of the Company or a Subsidiary. Notwithstanding the above, if your employment with the Company or a Subsidiary is involuntarily terminated by the Company on or after 30 November 2012 due to action necessitated by business conditions, including, but not limited to, job eliminations, workforce reductions, divestitures of facilities, assets or businesses, sale by the Company of a Subsidiary, or plant closing, your exercisable Options will not be immediately terminated but will continue to be exercisable in accordance with their terms for six months following your last day of employment with the Company or a Subsidiary, and shall terminate at the end of such six month period.
5. In the event of a Change in Control, the Options shall become exercisable on the later of the Change in Control or 1 June 2012. In the event of any other change in the outstanding shares of the Common Stock of the Company or the occurrence of certain other events described in Section 12 of the Plan, an equitable adjustment shall be made in the number or kind of Shares or the Grant Price for Shares covered by your Options.

6. Options are nonassignable and nontransferable except to your Designated Beneficiary or by gift to family members or to trusts of which only family members are beneficiaries. Such transfers by gift can be made only after the Option has become exercisable and subject to such administrative procedures and to such restrictions and conditions as the officers of the Company shall determine to be consistent with the purposes of the Plan and the interests of the Company and/or to be necessary or appropriate for compliance with all applicable tax and other legal requirements. Subject to the foregoing, you may transfer Options by gift only by delivering to the Company at its principal offices in Allentown, Pennsylvania, written notice of the intent to transfer the Options on forms to be provided by the Company.
7. In accepting the Options, you agree that, as long as you are actively employed as an Executive Officer by the Company or one of its Subsidiaries, you will retain, for at least one year, beneficial ownership of 50% of the net Shares (after payment of the exercise price, taxes, and commissions) that you receive upon an exercise of the Option.
8. The Restricted Shares shall be issued to you as of 1 December 2011. Upon issuance of the Restricted Shares, you will be the holder of record of such shares and shall have all the rights of a shareholder with respect to the Restricted Shares, including the right to vote such Restricted Shares and receive all dividends or other distributions paid with respect to the Restricted Shares, subject to the restrictions contained in Paragraph 9 below. In the event of any change in the outstanding shares of Common Stock of the Company or the occurrence of certain other events described in Section 12 of the Plan, an equitable adjustment of the number of Restricted Shares covered by this Agreement shall be made consistent with the impact of such change or event upon the rights of the Company's other shareholders, and any additional Shares of Common Stock issued to you as a result of such adjustment shall be Restricted Shares subject to this Agreement, including, without limitation, the restrictions contained in Paragraph 9.
9. The "Restriction Period" with respect to the Restricted Shares shall be the period beginning 1 December 2011 and ending on the earliest of 1 December 2015; your death, Disability, or Retirement on or after 30 November 2012, or a Change in Control of the Company. During the Restriction Period, neither the Restricted Shares nor any interest in the Restricted Shares may be sold, assigned, transferred, encumbered, or otherwise disposed of by you; provided however, that such Restricted Shares may be used to pay the exercise price by attestation upon your exercise of Stock Options, with the stipulation that the Restricted Shares attested will remain subject to the restrictions of this Paragraph 9 and the terms of this Agreement. If

your employment by the Company and all its Subsidiaries is terminated for any reason prior to 30 November 2012, or for any reason other than death, Disability, or Retirement prior to 30 November 2015, the Restricted Shares shall be forfeited in their entirety; provided that, in the event of a Change in Control of the Company, your rights to the Restricted Shares shall become immediately transferable and nonforfeitable. At the end of the Restriction Period, all nonforfeited Restricted Shares shall become transferable and otherwise be regular Shares.

10. At the end of the Restriction Period, and, if earlier, upon your election to include the value of the Restricted Shares in your federal taxable income pursuant to Internal Revenue Code Section 83(b), payment of taxes required to be withheld by the Company must be made. When taxation occurs at the end of the Restriction Period, applicable taxes will be withheld by reducing the number of the Restricted Shares issued to you without restriction by an amount equal in market value to the taxes required to be withheld. In the event you make a Section 83(b) election, applicable taxes must be paid in cash to the Company at the time the election is filed with the Internal Revenue Service.
11. In the event your employment is terminated due to your death on or after 30 November 2012, the Restricted Shares shall be transferred free of restriction, reduced by any applicable taxes, to your Designated Beneficiary or, if none, to your legal representative as soon as administratively practical after your death.
12. The Performance Shares granted to you will be earned in accordance with the formula indicated on the Earn Out Schedule (Attachment) corresponding to the level of average Earnings Per Share Growth and spread of Return on Capital Employed over the Company's cost of capital achieved for the three fiscal year performance period beginning 1 October 2011 and ending 30 September 2014 (the "Performance Period"). Subject to the forfeiture conditions contained in Paragraph 13 and to Paragraph 18, each earned Performance Share will entitle you to receive, at the end of the Deferral Period (as defined below), one Share.
13. The Deferral Period will begin on the date of this Agreement and will end on 30 November 2014. If your employment by the Company and all its affiliates is terminated for any reason prior to 30 November 2012, all your Performance Shares will be automatically forfeited in their entirety. If your employment by the Company and all its affiliates terminates on or after 30 November 2012, but during the Deferral Period, other than due to death, Disability, or Retirement, you will

forfeit all of your Performance Shares. If your employment by the Company and all its affiliates is terminated on or after 30 November 2012, but during the Deferral Period, due to death, Disability, or Retirement, you will not forfeit a pro-rata portion of your earned Performance Shares which portion in each case shall be based on the number of full months you worked during the Performance Period.

14. Performance Shares earned and not forfeited shall be paid in Shares, reduced by the number of Shares equal in market value to any applicable taxes, as soon as administratively practical after the end of the Deferral Period. No cash dividends or other amounts shall be payable with respect to the Performance Shares during the Deferral Period. At the end of the Deferral Period, for each earned and nonforfeited Performance Share, the Company will also pay to you a cash payment equal to the dividends which would have been paid on a Share during the Deferral Period ("Dividend Equivalents"), net of applicable taxes.
15. If your employment by the Company or a Subsidiary terminates during the Deferral Period due to death, payment in respect of earned Performance Shares that are not forfeited and of related Dividend Equivalents shall be made, as soon as practical after the Deferral Period, to your Designated Beneficiary or, if none, your legal representative, net of applicable taxes.
16. In the event of any change in the outstanding Shares of Common Stock of the Company or the occurrence of certain other events as described in Section 12 of the Plan, an equitable adjustment of the number of Performance Shares covered by this Agreement shall be made as provided in the Plan.
17. (a) Notwithstanding anything to the contrary above, any Performance Shares earned or paid and any related Dividend Equivalents paid to you may be rescinded within three years of their payment in the event: the earning of such Performance Shares is predicated upon the achievement of financial results that are subsequently the subject of a restatement; the Committee determines in its sole discretion that you engaged in misconduct that caused or partially caused the need for the restatement; and the Performance Shares would not have been earned or a lesser amount of Performance Shares would have been earned based upon the restated financial results. In the event of any such rescission, you shall pay to the Company the amount of any gain realized or payment received as a result of any rescinded payment, in such manner and on such terms as may be required, and the Company shall be entitled to reduce the amount of any amount owed to you by the Company or any Subsidiary by such gain or payment.

- (b) Notwithstanding any other provisions of this Agreement, in the event the Company is required to prepare an accounting restatement due to its material noncompliance with any financial reporting requirement, the Company may recover from you any amounts or awards which it is required to recover under Section 10D of the Securities Exchange Act of 1934 or any other applicable law or securities exchange listing standard.
18. In the event the Company determines, in its sole discretion, that you have engaged in a “Prohibited Activity” (as defined below), at any time during your employment, or within one year after termination of your employment from the Company or any Subsidiary, the Company may forfeit, cancel, modify, rescind, suspend, withhold, or otherwise limit or restrict any unexpired, unpaid, unexercised, or deferred Awards outstanding under this Agreement, and any exercise, payment, or delivery of an Award or Shares pursuant to such an Award may be rescinded within six months after such exercise, payment, or delivery. In the event of any such rescission, you shall pay to the Company the amount of any gain realized or payment received as a result of the rescinded exercise, payment, or delivery, in such manner and on such terms as may be required by the Company, and the Company shall be entitled to reduce the amount of any amount owed to you by the Company or any Subsidiary by such gain or payment.

The Prohibited Activities are:

- (a) Your making any statement, written or verbal, in any forum or media, or taking any action in disparagement of the Company or any Subsidiary or affiliate thereof (hereinafter, the “Company”), including but not limited to negative references to the Company or its products, services, corporate policies, current or former officers or employees, customers, suppliers, or business partners or associates;
- (b) Your publishing any opinion, fact, or material, delivering any lecture or address, participating in any film, radio broadcast, television transmission, internet posting, social media, and/or any other electronic media;, or communicating with any representative of the media relating to, confidential matters regarding the business or affairs of the Company;
- (c) Your failure to hold in confidence all Trade Secrets of the Company that came into your knowledge during your employment by the Company, or disclosing, publishing, or making use of at any time such Trade Secrets, where the term “Trade Secret” means any technical or nontechnical data, formula, pattern, compilation, program, device, method, technique, drawing, process, financial

data, financial plan, product plan, list of actual or potential customers or suppliers, or other information similar to any of the foregoing, which (i) derives economic value, actual or potential, from not being generally known to and not being readily ascertainable by proper means by, other persons who can derive economic value from its disclosure or use, and (ii) is the subject of efforts that are reasonable under the circumstances to maintain its secrecy;

- (d) Your failure to hold in confidence all Confidential Information of the Company that comes into your knowledge during your employment by the Company, or disclosing, publishing, or making use of such Confidential Information, where the term "Confidential Information" means any data or information, other than Trade Secrets, that is valuable to the Company and not generally known to the public or to competitors of the Company;
- (e) Your failure, in the event of your termination of employment for any reason, promptly to deliver to the Company all memoranda, notes, records, manuals, or other documents, including all electronic or other copies of such materials and all documentation prepared or produced in connection therewith, containing Trade Secrets or Confidential Information regarding the Company's business, whether made or compiled by you or furnished to you by virtue of your employment with the Company; or your failure promptly to deliver to the Company all vehicles, computers, credit cards, telephones, handheld electronic devices, office equipment, and other property furnished to you by virtue of your employment with the Company;
- (f) Your rendering of services for any organization as an employee, officer, director, consultant, advisor, agent, broker, independent contractor, principal, or partner, or engaging directly or indirectly in any business which, in the sole judgment of the Company, is or becomes competitive with the Company during the one (1) year period following the termination of your employment; or directly or indirectly soliciting any customer, supplier, contractor, employee, agent, or consultant of the Company with whom you had contact during the last two years of your employment with the Company or became aware of through your employment with the Company, to cease doing business with, or to terminate their employment or business relationship with, the Company; or
- (g) Your violation of any written policies of the Company applicable to you, including, without limitation, the Company's insider trading policy.

The provisions of this Section 18 are in addition to, and shall not supersede, the terms of your Employee Patent and Confidential Information Agreement entered at the time you were employed by the Company. You expressly acknowledge and affirm that the foregoing provisions of this Section 18 are material and important terms of this Agreement and that your agreement to be bound by the terms of this Section 18 is a condition precedent to your FY2012 Awards.

19. All determinations regarding the interpretation, construction, enforcement, waiver, or modification of this Agreement and/or the Plan shall be made in the Company's sole discretion or, in the case of Executive Officer Awards, by the Committee in its sole discretion and shall be final and binding on you and the Company. Determinations made under this Agreement and the Plan need not be uniform and may be made selectively among individuals, whether or not such individuals are similarly situated.
20. If any of the terms of this Agreement in the opinion of the Company conflict or are inconsistent with any applicable law or regulation of any governmental agency having jurisdiction, the Company reserves the right to modify this Agreement to be consistent with applicable laws or regulations.
21. You understand and acknowledge that the Company holds certain personal information about you, including but not limited to your name, home address, telephone number, date of birth, social security number, salary, nationality, job title, and details of all Shares awarded, cancelled, vested, unvested, or outstanding (the "personal data"). Certain personal data may also constitute "sensitive personal data" within the meaning of applicable local law. Such data include but are not limited to the information provided above and any changes thereto and other appropriate personal and financial data about you. You hereby provide explicit consent to the Company and any Subsidiary to process any such personal data and sensitive personal data. You also hereby provide explicit consent to the Company and any Subsidiary to transfer any such personal data and sensitive personal data outside the country in which you are employed, and to the United States. The legal persons for whom such personal data are intended are the Company and any third party providing services to the Company in connection with the administration of the Plan.
22. By accepting this award, you acknowledge having received and read the Plan Prospectus, and you consent to receiving information and materials in connection with this Award or any subsequent awards under the Company's long-term performance plans, including without limitation any prospectuses and plan documents, by any means of electronic delivery available now and/or in the future (including without limitation by e-mail, by Website access, and/or by facsimile), such consent to remain in effect unless and until revoked in writing by you. This

Agreement and the Plan, which is incorporated herein by reference, constitute the entire agreement between you and the Company regarding the terms and conditions of this Award.

23. You submit to the exclusive jurisdiction and venue of the federal or state courts of the Commonwealth of Pennsylvania to resolve all issues that may arise out of or relate to and all determinations made under this Agreement. This Agreement shall be governed by the laws of the Commonwealth of Pennsylvania, without regard to conflicts or choice of law rules or principles.
24. If any court of competent jurisdiction finds any provision of this Agreement, or portion thereof, to be unenforceable, that provision shall be enforced to the maximum extent permissible so as to effect the intent of the parties, and the remainder of this Agreement shall continue in full force and effect.
25. Neither your FY2012 Awards, this Award Agreement, nor the Plan constitute a contract of employment; nor do they guarantee your continued employment for any period required for all or any of your Options to vest or become exercisable.

Attachment

2012 Performance Share Earn Out Schedule

$$\frac{(\text{PERFORMANCE SHARES AWARDED}) \times (\text{PAYOUT FACTOR})}{(\text{PERFORMANCE SHARES EARNED})} =$$

The Payout Factor is determined as follows:

$$\begin{array}{rcccl} 33\% & & 67\% & & \text{Payout} \\ \text{EPS Growth} & + & \text{ROCE Spread} & = & \text{Factor}^* \\ \text{Factor} & & \text{Factor} & & \end{array}$$

* The Payout Factor will be increased by 15 percentage points to determine the maximum payout. The Committee, in its discretion, may decrease the actual Payout Factor by up to 30 percentage points from the maximum payout (15 percentage points from the calculated Payout Factor).

The EPS Growth and ROCE Spread Factors are determined from the following schedules:

EPS Growth ⁽¹⁾	EPS Growth Factor
-10%	0%
0%	35%
4%	50%
7%	80%
9%	100%
10%	120%
11%	130%
13%	160%
15%	180%
16%	200%

ROCE Spread (ROCE over Cost of Capital)	ROCE Spread Factor ⁽²⁾
<0%	0%
0%	50%
+3%	100%
+5%	200%

⁽¹⁾ EPS growth is the average of annual growth in earnings per share over the prior year for each of fiscal years 2012, 2013, and 2014.

⁽²⁾ ROCE spread is the average of the difference between the Company's Return on Capital Employed and cost of capital for each of fiscal years 2012, 2013, and 2014.

AIR PRODUCTS AND CHEMICALS, INC., AND SUBSIDIARIES
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(Unaudited)

(Millions of dollars)	Three Months Ended 31 Dec 2011	Year Ended 30 September				
		2011	2010	2009	2008	2007
Earnings:						
Income from continuing operations ⁽¹⁾	\$256.3	\$1,252.6	\$1,054.5	\$651.3	\$1,113.5	\$1,040.4
Add (deduct):						
Provision for income taxes	139.5	423.9	354.9	196.2	381.7	289.0
Fixed charges, excluding capitalized interest	35.4	140.7	147.9	149.2	188.8	190.9
Capitalized interest amortized during the period	2.3	9.0	8.7	7.7	6.6	6.4
Undistributed earnings of less-than-fifty-percent-owned affiliates	(13.4)	(38.9)	(29.2)	(44.2)	(72.7)	(61.2)
Earnings, as adjusted	<u>\$420.1</u>	<u>\$1,787.3</u>	<u>\$1,536.8</u>	<u>\$960.2</u>	<u>\$1,617.9</u>	<u>\$1,465.5</u>
Fixed Charges:						
Interest on indebtedness, including capital lease obligations	\$ 28.5	\$ 113.6	\$ 121.8	\$125.1	\$ 164.4	\$ 163.7
Capitalized interest	8.6	23.4	14.5	22.2	27.3	14.6
Amortization of debt discount premium and expense	1.7	5.6	5.6	4.7	4.0	4.1
Portion of rents under operating leases representative of the interest factor	5.2	21.5	20.5	19.4	20.4	23.1
Fixed charges	<u>\$ 44.0</u>	<u>\$ 164.1</u>	<u>\$ 162.4</u>	<u>\$171.4</u>	<u>\$ 216.1</u>	<u>\$ 205.5</u>
Ratio of Earnings to Fixed Charges ⁽²⁾:	<u>9.5</u>	<u>10.9</u>	<u>9.5</u>	<u>5.6</u>	<u>7.5</u>	<u>7.1</u>

⁽¹⁾ During the twelve months ended 30 September 2009, income from continuing operations included a charge of \$298.2 (\$200.3 after-tax) for the global cost reduction plan.

⁽²⁾ The ratio of earnings to fixed charges is determined by dividing earnings, which includes income from continuing operations before taxes, undistributed earnings of less-than-fifty-percent-owned affiliates, and fixed charges, by fixed charges. Fixed charges consist of interest on all indebtedness plus that portion of operating lease rentals representative of the interest factor (deemed to be 21% of operating lease rentals).

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

I, John E. McGlade, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Air Products and Chemicals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 27 January 2012

/s/ John E. McGlade

John E. McGlade

President and Chief Executive Officer

PRINCIPAL FINANCIAL OFFICER'S CERTIFICATION

I, Paul E. Huck, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Air Products and Chemicals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 27 January 2012

/s/ Paul E. Huck

Paul E. Huck

Senior Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Air Products and Chemicals, Inc. (the "Company") on Form 10-Q for the period ending 31 December 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, John E. McGlade, Chief Executive Officer of the Company, and Paul E. Huck, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: 27 January 2012

/s/ John E. McGlade

John E. McGlade
Chief Executive Officer

/s/ Paul E. Huck

Paul E. Huck
Chief Financial Officer