SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subje	ort to
	501 10
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1034

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IIISUUCUOII I(D).			Flied pursuant to Section 16(a) of the Securities Exchange Act of 1			
()			or Section 30(h) of the Investment Company Act of 1940		<u>.</u>	
1. Name and Address of Reporting Person [*] <u>MCGLADE JOHN E</u>			2. Issuer Name and Ticker or Trading Symbol <u>AIR PRODUCTS & CHEMICALS INC</u> <u>/DE/</u> [APD]		ationship of Reporting Pe < all applicable) Director Officer (give title below)	erson(s) to Issuer 10% Owner Other (specify below)
(Last) (First) (Middle) 7201 HAMILTON BOULEVARD		()	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2007		president & COO	
(Street) ALLENTOWN	РА	18195	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th	porting Person
(City)	(State)	(Zip)			Person	

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

• ••, •••••••••••••••••••••••••••••••••												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v			Price	Transaction(s) (Instr. 3 and 4)		(1150.4)		
Common Stock	02/09/2007		М		5,000	A	\$41.31	48,232.51	D			
Common Stock	02/09/2007		S		5,000	D	\$75.06	43,232.51	D			
Common Stock	02/09/2007(1)		J		17.38(2)	A	\$ <mark>0</mark>	43,249.89	D			
Common Stock	02/09/2007(1)		J		41.33	A	\$0	7,413.83	I	By RSP ⁽³⁾		
Common Stock	02/09/2007 ⁽¹⁾		J		0.57(2)	A	\$0	118.53	I	By Spouse ⁽⁴⁾		

-	Fable II - Deriv	ative Secu	rities Aco	quired, Disposed of,	or Beneficially	2									
	(e.g.,	puts, calls	, warrant	s, options, convertil	ble securities)										
	(1		(<u> </u>										

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1998 Rights ⁽⁵⁾	(5)	02/09/2007		J			5,000	08/08/1988 ⁽⁶⁾	10/02/2007	Common Stock	5,000	\$0	0.00	D	
1998 Stock Options ⁽⁷⁾	\$41.31	02/09/2007		М			5,000	08/08/1988 ⁽⁸⁾	10/02/2007	Common Stock	5,000	\$0	0.00	D	

Explanation of Responses:

1. Transactions not required to be reported since last filing.

2. Shares acquired with cash dividends under the issuer's Dividend Reinvestment and Direct Stock Purchase and Sale Plan.

3. Shares represented by units of interest in the Company Stock Fund held under the issuer's Retirement Savings Plan.

4. Shares owned by spouse as to which the reporting person disclaims beneficial ownership,

5. These Rights were cancelled upon the exercise of the Options described herein.

6. Rights have exercise dates only during a 30 day period following a change in control of the Company (as defined in the LTIP).

7. Employee Stock Options (Options) granted under the issuer's Long-Term Incentive Plan (LTIP). Exercise of these Options cancels the related Rights described herein on a one-for-one basis.

8. One-third became exercisable 10/1/98; one-third became exercisable 10/1/99; and one-third became exercisable 10/1/00.

Remarks:

By: Linda M. Svoboda as

Attorny in Fact

02/09/2007

** Signature of Reporting Person Date

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

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

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

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

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