

As filed with the Securities and Exchange Commission on December 18, 1995

Registration No. _____

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

23-1274455

(I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501

(Address of Principal Executive Offices) (Zip Code)

Air Products and Chemicals, Inc. 1990 Long-Term Incentive Plan

(Full Title of the Plan)

James H. Agger, Vice President, General Counsel and Secretary
Air Products and Chemicals, Inc., 7201 Hamilton Boulevard,
Allentown, PA 18195-1501

(Name and Address of Agent for Service)

215-481-4911

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed aggregate offering price	Amount of registration fee
Common Stock, par value \$1				
1993	215,790	\$44.38	\$9,576,760.20	\$3,302.33
1994	471,516	\$39.13	\$18,450,421.08	\$6,362.21
1995	744,448	\$46.25	\$34,430,720.00	\$11,872.66
1996	794,990	\$52.06	\$41,387,179.40	\$14,271.44
TOTAL	2,226,744		\$103,845,080.68	\$35,808.64

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Air Products and Chemicals, Inc. (the "Company"), by the filing of this Registration Statement, hereby registers additional shares of common stock of the Company, for distribution pursuant to the 1990 Long-Term Incentive Plan (the "Plan"). These are securities of the same class as the securities registered on Forms S-8, Registration Statement Nos. 33-45354 and 33-57023 for distribution pursuant to the Plan. Accordingly, the contents of Registration Statement Nos. 33-45354 and 33-57023 are incorporated herein by reference.

EXHIBITS

- 23. Consent of Arthur Andersen LLP.
- 24. Power of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, State of Pennsylvania, on this 18th day of December, 1995.

AIR PRODUCTS AND CHEMICALS, INC.
(Registrant)

By: /s/ James H. Agger

James H. Agger*
Vice President, General Counsel
and Secretary

* James H. Agger, Vice President, General Counsel and Secretary, by signing his name hereto, signs this registration statement on behalf of the registrant and, for each of the persons indicated by asterisk on pages 3 and 4 hereof, pursuant to a power of attorney duly executed by such persons which is filed with the Securities and Exchange Commission herewith.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
/s/ Harold A. Wagner ----- Harold A. Wagner	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December 18, 1995
/s/ Arnold H. Kaplan ----- Arnold H. Kaplan	Vice President - Finance (Principal Financial Officer)	December 18, 1995
/s/ Paul E. Huck ----- Paul E. Huck	Corporate Controller (Principal Accounting Officer)	December 18, 1995
* ----- Dexter F. Baker	Director	December 18, 1995
* ----- Tom H. Barrett	Director	December 18, 1995
* ----- L. Paul Bremer, III	Director	December 18, 1995
* ----- Will M. Caldwell	Director	December 18, 1995
* ----- Robert Cizik	Director	December 18, 1995
* ----- Ruth M. Davis	Director	December 18, 1995

Signature -----	Title -----	Date -----
* ----- Terry R. Lautenbach	Director	December 18, 1995
* ----- Ruud F. M. Lubbers	Director	December 18, 1995
* ----- Judith Rodin	Director	December 18, 1995
* ----- Takeo Shiina	Director	December 18, 1995
* ----- Lawrason D. Thomas	Director	December 18, 1995

INDEX TO EXHIBITS

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

To: Air Products and Chemicals, Inc.:

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated 2 November 1995 included in or incorporated by reference in the Annual Report of Air Products and Chemicals, Inc., on Form 10-K for the year ended 30 September 1995.

ARTHUR ANDERSEN LLP

Philadelphia, Pennsylvania
18 December 1995

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints HAROLD A. WAGNER or ARNOLD H. KAPLAN or JAMES H. AGGER, acting severally, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place, and stead, in any and all capacities, to sign Form S-8 Registration Statements and amendments thereto pertaining to interests in and/or Common Stock issued under the Air Products and Chemicals, Inc. Long-Term Incentive Plan, Air Products and Chemicals, Inc. 1990 Long-Term Incentive Plan, the Air Products and Chemicals, Inc. Retirement Savings and Stock Ownership Plan, the Air Products PLC (formerly Air Products Limited) UK Savings-Related Share Option Scheme, and the 1996 Employee Stock Option Award, which may be required in connection with (i) the registration of interests in and/or Common Stock for issuance under such plans as may be necessary from time to time in accordance with the provisions of such plans, (ii) amendments to said plans heretofore or hereafter approved by the Board or the Management Development and Compensation Committee of the Board or by Air Products PLC or (iii) any fundamental change in the information contained in such Registration Statements, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Power of Attorney has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE

TITLE

DATE

/s/ Harold A. Wagner

Director, Chairman of the Board, Chief
Executive Officer and Employee Benefit
Plans Committee Member
(Principal Executive Officer)

November 16, 1995

Harold A. Wagner

/s/ Dexter F. Baker

Director

November 16, 1995

Dexter F. Baker

/s/ Tom H. Barrett

Director

November 16, 1995

Tom H. Barrett

/s/ L. Paul Bremer, III ----- L. Paul Bremer, III	Director	November 16, 1995
/s/ Will M. Caldwell ----- Will M. Caldwell	Director	November 16, 1995
/s/ Robert Cizik ----- Robert Cizik	Director	November 16, 1995
/s/ Ruth M. Davis ----- Ruth M. Davis	Director	November 16, 1995
/s/ Terry R. Lautenbach ----- Terry R. Lautenbach	Director	November 16, 1995
/s/ Rudolphus F. M. Lubbers ----- Rudolphus F. M. Lubbers	Director	November 16, 1995
/s/ Judith Rodin ----- Judith Rodin	Director	November 16, 1995
/s/ Takeo Shiina ----- Takeo Shiina	Director	November 16, 1995
/s/ Lawrason D. Thomas ----- Lawrason D. Thomas	Director	November 16, 1995