Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHA
obligations may continue. See	

NGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* VAN GROENOU LEONARD BROESE (Last) (First) (Middle)						2. Issuer Name and Ticker or Trading Symbol AIR PRODUCTS & CHEMICALS INC /DE/ [APD] 3. Date of Earliest Transaction (Month/Day/Year)										ck all applic Directo	cable) or (give title	g Pers	on(s) to Issu 10% Ow Other (s below)	ner	
, ,	•	BOULEVARD	()				2003	lest Ira	risac	Ction (Mor	ILI I/L	Jay/ Year)				V	.P. Huma	P. Human Resources int/Group Filing (Check Applicable			
(Street) ALLENTOWN PA 18195				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S		(Zip)		<u> </u>										<u> </u>	Persor					
Table I - Non-Deriv 1. Title of Security (Instr. 3) 2. Transr Date (Month/L				action	, [2A. Deemed Execution Date, if any (Month/Day/Year)		e,	3. Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr		ired	(A) or	5. Amou Securitie Benefici Owned F	Amount of ecurities eneficially wned Following		n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
										Code	v	Amount	(A) or (D)		Price	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common	Stock			12/18	8/200)3				M		6,000) A	1	\$23.12	2 27	365 D				
Common	Stock			12/18	8/200)3				S		6,000) I)	\$51.81	21	,365		D		
Common	Stock															7	26			By Spouse	
			Table II -									osed of, onvertil				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	e (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transactior Code (Instr 8)				Ex	Date Exer opiration D onth/Day/	ate		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Da Ex	ate kercisable		Expiration Date	Title	1	Amount or Number of Shares						
1995 Stock Options ⁽³⁾	\$23.12	12/18/2003			M			6,000	08	3/08/1988 ⁽⁴) 1	.0/04/2004	Commo Stock	n	6,000	\$0	0.0000)	D		
1995	\$0.00(1)	12/18/2003			T (1)			6,000	08	2/08/1988 ⁽²	\int_{1}^{1}	0/04/2004	Commo	n	6,000	\$0	0.0000	,	D		

Explanation of Responses:

- 1. These Rights were cancelled upon the exercise of the Options described herein.
- 2. Rights have exercise dates only during a 30 day period following a change in control of the Company (as defined in the LTIP).
- 3. 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.
- 4. One-third became exercisable 10/3/95; one-third became exercisable 10/3/96; and one-third became exercisable 10/3/97.

Remarks:

By: Linda M. Svoboda as **Attorney in Fact**

12/19/2003

** 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.