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AIR PRODUCTS & CHEMICALS INC /DE/  
Form S-8  
January 25, 2002

As filed with the Securities and Exchange Commission on January 25, 2002

Registration No. \_\_\_\_\_

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. Long-Term Incentive Plan  
(Full Title of the Plan)

W. Douglas Brown, Vice President, General Counsel and Secretary  
Air Products and Chemicals, Inc., 7201 Hamilton Boulevard,  
Allentown, PA 18195-1501  
(Name and Address of Agent for Service)

610-481-4911  
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price |
|--------------------------------------|-------------------------|---|---|
| Common Stock, par value \$1          |                         |   |   |
| 2001 Fair Market Value Options       | 4,393,502               | \$38.02                                   | \$167,040,946.                            |
|                                      | 4,393,502               |   | 167,040,946.                              |

(1) The registration fee with respect to these shares has been computed in accordance with paragraph (h) of Rule 457 based upon the stated exercise price of the Options.

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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 Long-Term Incentive Plan (the "Plan"). These are securities of the same class as the securities registered on Forms S-8, Registration Statement Nos. 33-65117, 333-21145, 333-45239 333-71405, 333-95317, and 333-54224 for distribution pursuant to the Plan. Accordingly, the contents of Registration Statement Nos. 33-65117, 333-21145, 333-45239, 333-71405, 333-95317, and 333-54224 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, Commonwealth of Pennsylvania, on this 25th day of January, 2002.

AIR PRODUCTS AND CHEMICALS, INC.  
(Registrant)

By: /s/ W. Douglas Brown

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W. Douglas Brown\*  
Vice President, General Counsel  
and Secretary

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

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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<br>-----    | Title<br>-----   | Date<br>---- |
|-----------------------|--|--------------|
| /s/ John P. Jones III | Director, Chairman of the Board,<br>President, and Chief Executive Officer |              |

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|                                  |  |             |
|----------------------------------|--|-------------|
| John P. Jones III                | (Principal Executive Officer)  | January 25, |
| /s/ Leo J. Daley<br>Leo J. Daley | Vice President - Finance and Controller<br>(Principal Financial and Accounting<br>Officer) | January 25, |
| *<br>Mario L. Baeza              | Director   | January 25, |
| *<br>L. Paul Bremer III          | Director   | January 25, |
| *<br>Michael J. Donahue          | Director   | January 25, |
| *<br>Ursula F. Fairbairn         | Director   | January 25, |
| *<br>Edward E. Hagenlocker       | Director   | January 25, |
| *<br>James F. Hardymon           | Director   | January 25, |

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| Signature<br>-----       | Title<br>----- | Date<br>---- |
|--------------------------|----------------|--------------|
| *<br>Terry R. Lautenbach | Director       | January 25,  |
| *<br>Charles H. Noski    | Director       | January 25,  |
| *<br>Paula G. Rosput     | Director       | January 25,  |
| *<br>Lawrason D. Thomas  | Director       | January 25,  |

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