

AIR PRODUCTS & CHEMICALS INC /DE/  
 Form 4  
 May 23, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUCK PAUL E**

2. Issuer Name and Ticker or Trading Symbol  
**AIR PRODUCTS & CHEMICALS INC /DE/ [APD]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**7201 HAMILTON BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/19/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**V.P. CFO**

**ALLENTOWN, PA 18195**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/19/2005		M		10,000 A \$ 26.03	D	
Common Stock	05/19/2005		S		10,000 D \$ 60.77	D	
Common Stock	05/19/2005 <sup>(1)</sup>		J		65.21 A \$ 0	I	By RSSOP <sup>(2)</sup>
Common Stock	05/19/2005 <sup>(1)</sup>		J		102.41 <sup>(3)</sup> A \$ 0	I	By Spouse <sup>(4)</sup>

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



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- (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 10/2/96; one-third became exercisable 10/2/97; and one-third became exercisable 10/2/98.

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

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