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AIR PRODUCTS & CHEMICALS INC /DE/
Form 8-K
May 20, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) 16 May 2013

Air Products and Chemicals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-4534
(Commission File Number)

23-1274455
(IRS Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania
(Address of Principal Executive Offices)

18195-1501
(Zip Code)

(610) 481-4911

Registrant's telephone number, including area code

not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

The Board of Directors of Air Products and Chemicals, Inc. (the Company) has determined to include in the proxy statement for the Company's 2014 Annual Meeting of Shareholders a management proposal recommending that the Company's shareholders approve an amendment to its Restated Certificate of Incorporation to eliminate the Company's classified board of directors structure.

If the proposal is approved by the shareholders, declassification of the board of directors will be phased in over time so as not to affect the unexpired terms of previously elected directors. Directors would start to be elected to a one-year term beginning with the directors elected at the Company's 2015 Annual Meeting of Shareholders; and the board of directors would be fully declassified beginning with the 2017 Annual Meeting of Shareholders. The full text of the proposal will be included in the Company's proxy statement to be filed with the Securities and Exchange Commission later this year.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Air Products and Chemicals, Inc.

(Registrant)

Dated: 20 May 2013

By:

/s/ Mary T. Afflerbach
Mary T. Afflerbach
Corporate Secretary and Chief

Governance Officer