

AIR PRODUCTS & CHEMICALS INC /DE/  
Form 8-K  
March 19, 2012

**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) 15 March 2012

**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.)

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**7201 Hamilton Boulevard, Allentown, Pennsylvania**  
(Address of Principal Executive Offices)  
**(610) 481-4911**

**18195-1501**  
(Zip Code)

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On 15 March 2012, the Board of Directors of Air Products and Chemicals, Inc. (the Company) amended the Company's Amended and Restated Bylaws to eliminate the exclusive forum provision in Article VIII, Section 7. This provision mandated that the Court of Chancery for the State of Delaware be the exclusive forum for derivative claims brought on behalf of the Company, breach of fiduciary duty claims involving the officers, directors, or employees of the Company, and any other action involving the Company asserting a claim arising under the Delaware General Corporation law or governed by the internal affairs doctrine.

The foregoing is qualified in its entirety by reference to the Company's Bylaws, as amended, a copy of which is attached hereto as Exhibit 3.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3. Bylaws as amended effective 15 March 2012.

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: 19 March 2012

By: /s/ John D. Stanley  
John D. Stanley  
Senior Vice President and General Counsel

Exhibit Index

| Exhibit<br>No. | Description                                |
|----------------|--|
| 3.             | Bylaws as amended effective 15 March 2012. |