

AIR PRODUCTS & CHEMICALS INC /DE/  
Form 8-K  
March 31, 2006

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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):

March 31, 2006

**Air Products and Chemicals, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-4534

23-1274455

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

7201 Hamilton Boulevard, Allentown,  
Pennsylvania

18195-1501

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610 481-4911

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:

- 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))



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**Item 1.01 Entry into a Material Definitive Agreement.**

The Company entered into an Asset Purchase Agreement dated March 31, 2006, under which it is selling its di-nitrotoluene ("DNT") production facility located in Geismar, Louisiana to BASF Corporation ("BASF") for \$155 million. The parties completed the transaction on March 31, 2006. The assets sold include, among other things, the DNT production facility, inventory, the administration building, and related machinery and equipment. A copy of the Asset Purchase Agreement is included as Exhibit 99.1 to this filing.

**Item 9.01 Financial Statements and Exhibits.**

Asset Purchase Agreement between Air Products and Chemicals, Inc. and BASF dated March 31, 2006.

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**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.

*March 31, 2006*

By: *W. Douglas Brown*

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*Name: W. Douglas Brown*

*Title: Vice President, General Counsel and Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Asset Purchase Agreement between Air Products and Chemicals, Inc. and BASF Corporation dated March 31, 2006.