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AIR PRODUCTS & CHEMICALS INC /DE/
Form SC 13D/A
January 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Air Products and Chemicals, Inc.
(Name of Issuer)

Common Stock, Par Value \$1 Per Share
(Title of Class of Securities)

210 00915810
(CUSIP Number)

Sandy S. McKenna
First Vice President
Mellon Bank (DE)
National Association
919 North Market Street
Suite 200
Wilmington, DE 19001
(302) 654-9393

W. Douglas Brown
Vice President, General Counsel
and Secretary
Air Products and Chemicals, Inc
7201 Hamilton Boulevard
Allentown, PA 18195-1501
(610) 481-7350

(Name, address and telephone number of person authorized
to receive notices and communications)

December 31, 2001
(Date of Event which requires Filings of this Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition which is subject to this Schedule 13D, and is filing
this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with this statement [].

(Page 1 of 3)

CUSIP NO. 210 00915810

- 1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Mellon Bank (DE) National Association, as Trustee under Air Products
and Chemicals, Inc. Flexible Employee Benefits Trust
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []
Not Applicable
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

SC, OO

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY 11,239,755

EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH 0

10 SHARED DISPOSITIVE POWER

11,239,755

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,239,755 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

BK, EP

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CUSIP NO. 210 00915810

SIGNATURE

After reasonable inquiry and to the best of my knowledge and
belief, I certify that the information set forth in this statement is true,
complete and correct.

MELLON BANK (DE) NATIONAL ASSOCIATION, as
Trustee under the Air Products and Chemicals, Inc.
Flexible Employee Benefits Trust Agreement

By: /s/ Sandy S. McKenna
Name: Sandy S. McKenna
Title: First Vice President

Dated: January 25, 2002

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