

AIRGAS INC
Form 4
February 08, 2005

FORM 4

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

OMB APPROVAL

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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 *
MCCAUSLAND PETER

(Last) (First) (Middle)

C/O AIRGAS, INC., 259 N.
RADNOR-CHESTER ROAD,
SUITE 100

(Street)

RADNOR, PA 19087

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AIRGAS INC [ARG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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	(D)	Price
Common Stock	02/04/2005		J ⁽¹⁾⁽²⁾⁽³⁾		233,601	D	\$ 24.85
Common Stock					8,493,373	D	⁽⁵⁾
Common Stock					375,856	I	⁽⁶⁾
Common Stock					171,076	I	⁽⁷⁾
Common Stock					40,798	I	⁽⁸⁾
							Immediate Family
							Trust FBO Children
							401(k) Plan

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Forward Sale Contract (right/obligation to sell)	(1) (2) (3)	02/04/2005		J	300,000	02/04/2005	02/04/2005			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAUSLAND PETER C/O AIRGAS, INC. 259 N. RADNOR-CHESTER ROAD, SUITE 100 RADNOR, PA 19087	X	X	Chairman of the Board and CEO	

Signatures

Dean A. Bertolino, Attorney-in-Fact for Peter McCausland

02/08/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On February 4, 2005, the Reporting Person settled his obligation to deliver up to 300,000 shares of Airgas, Inc. common stock ("Common Stock") (or an equivalent amount of cash) under a pre-paid variable share forward contract entered into by the Reporting Person and an unaffiliated buyer (the "Buyer") on January 29, 2002, and amended on June 6, 2003 (the "Contract"), relating to a maximum of 1,500,000 shares of Common Stock. Upon entering the Contract, the Reporting Person received a cash payment of \$18,477,870 in exchange for his obligation to deliver shares to the Buyer at its termination as more fully described in the footnotes below. The Contract was entered into three years ago before trading commenced on the NYSE on January 29, 2002 and a public announcement was issued at such time explaining the material terms of the Contract. A timely Form 4 was filed on February 11, 2002 to report the commencement of the Contract and on June 10, 2003 to reflect the amendment.
- (2) Under the amended Contract, the Reporting Person agreed to deliver a number of shares of Common Stock on the third NYSE business day after each of January 14, 2005, January 21, 2005, January 28, 2005, February 4, 2005 and February 11, 2005 (each, a "Termination

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Date") pursuant to the following formula: (i) if the price of Common Stock on the applicable Termination Date (the "Final Price") is less than \$16.50 (the "Floor Price"), 300,000 shares; (ii) if the Final Price is less than or equal to \$22.00 (the "Cap Price") but greater than or equal to the Floor Price, then a number of shares equal to 300,000 shares times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 300,000 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

- Based upon an increased dividend on the Common Stock on June 14, 2004, under the terms of the amended Contract, the Floor Price and Cap Price were reduced to \$16.485 and \$21.985, respectively. The Final Price upon settlement of the fourth tranche of shares deliverable to the Buyer on the fourth Termination Date was \$24.85 per share. Accordingly, the Reporting Person transferred 233,601 shares of Common Stock to the Buyer and retained and was not required to deliver to the Buyer 66,399 shares.
- (3) Not applicable.
 - (4) Includes 15,700 shares owned directly by Peter McCausland and indirectly by Bonnie F. McCausland and 300,000 shares subject to a pre-paid variable share forward contract.
 - (5) Includes 1,500 shares owned directly by Bonnie F. McCausland and indirectly by Peter McCausland.
 - (6) Represents shares beneficially owned by Bonnie F. McCausland as trustee of a trust for the benefit of Peter McCausland's children.

- The information presented is as of 12/15/2004, the date of the latest available statement of the reporting person's holdings of Airgas, Inc. common stock in his 401(k) plan. Since 3/31/2004, the date relied upon for the amount reported on the reporting person's May 12, 2004 Form 4, a total of 187 shares have been acquired in transactions exempt from Section 16(b) by Rule 16b-3(c).
- (7) common stock in his 401(k) plan. Since 3/31/2004, the date relied upon for the amount reported on the reporting person's May 12, 2004 Form 4, a total of 187 shares have been acquired in transactions exempt from Section 16(b) by Rule 16b-3(c).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.