

AIRGAS INC  
Form S-8 POS  
December 23, 2004

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to**

**FORM S-8**

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

**AIRGAS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

56-0732648  
(I.R.S. Employer Identification Number)

259 North Radnor-Chester Road, Suite 100 Radnor Pennsylvania 19087  
(Address of Principal Executive Offices)

**2001 EMPLOYEE STOCK PURCHASE PLAN**  
(Full Title of the Plan)

DEAN A. BERTOLINO, VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
AIRGAS, INC.

Radnor Court  
259 North Radnor-Chester Road, Suite 100  
Radnor, Pennsylvania 19087  
(Name and address of agent for service)

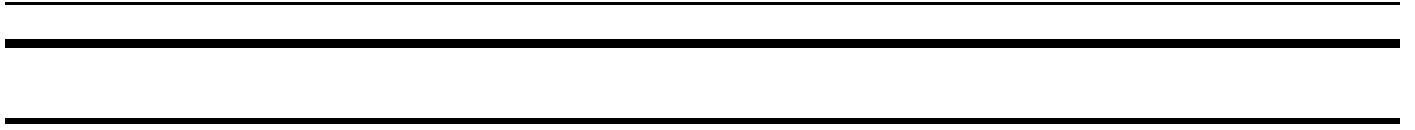
(610) 687-5253  
(Telephone number, including area code, of agent for service)

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Copies to:

NANCY D. WEISBERG, ESQUIRE  
McCAUSLAND, KEEN & BUCKMAN  
Radnor Court  
259 North Radnor-Chester Road, Suite 160  
Radnor, Pennsylvania 19087

(610) 341-1000



**Deregistration of Shares**

The Registrant's 2001 Employee Stock Purchase Plan has been terminated. The Registrant hereby files this Post-Effective Amendment No. 1 to its Registration Statement No. 333-69214 filed on Form S-8 solely for the purpose of deregistering 1,500 shares of Common Stock previously registered pursuant to such Registration Statement that remained unsold upon the termination of the plan.

**Signatures**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-69214 to be signed on its behalf by the undersigned, thereunto duly authorized, in Delaware County, Pennsylvania on December 23, 2004.

Airgas, Inc.  
Registrant

By: /s/Peter McCausland  
Peter McCausland, Chairman of the  
Board and Chief Executive Officer  
(Principal Executive Officer)

By: /s/Roger F. Millay  
Roger F. Millay, Senior Vice  
President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/Robert M. McLaughlin  
Robert M. McLaughlin, Vice  
President and Controller  
(Principal Accounting Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-69214 has been signed by the following persons in the capacities indicated on December 23, 2004.

<u>Signature</u>	<u>Title</u>
<hr/>	
/s/Peter McCausland	Director
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Peter McCausland	Director
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William O. Albertini	
/s/W. Thacher Brown *	Director
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W. Thacher Brown	
/s/James W. Hovey *	Director
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James W. Hovey	Director
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Richard C. Ill	
/s/David M. Stout *	Director
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David M. Stout	
/s/Paula A. Sneed *	Director
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Paula A. Sneed	
/s/Lee M. Thomas *	Director
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Lee M. Thomas	
/s/Robert L. Yohe *	Director
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Robert L. Yohe	

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the plan administrator has duly caused this Post-Effective Amendment No. 1 to its registration statement to be signed by the following persons in the capacities indicated on December 23, 2004.

Airgas, Inc. 2001 Employee Stock Purchase Plan

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(Plan)

By: Governance and Compensation Committee of the  
Airgas, Inc. Board of Directors as Plan Administrator

/s/David M. Stout \* Director

David M. Stout

/s/Lee M. Thomas \* Director

Lee M. Thomas

/s/Robert L. Yohe \* Director

Robert L. Yohe

\* Todd R. Craun, by signing his name hereto, does sign this Post-Effective Amendment No. 1 to Registration Statement No. 333-69214, pursuant to powers of attorney previously filed as Exhibit 24.

/s/Todd R. Craun

December 23, 2004

Todd R. Craun, Attorney-in-Fact