

AIRGAS INC
Form 4
May 18, 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)
05/16/2005

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/16/2005		M		7,736 A \$ 13.32		8,267,189 ⁽¹⁾ D
Common Stock	05/16/2005		M		64,264 A \$ 13.32		235,340 ⁽²⁾ I Trust FBO Children
Common Stock	05/16/2005		M		72,000 A \$ 17.31		307,340 ⁽²⁾ I Trust FBO Children
Common Stock	05/03/2005		J		374,356 ⁽³⁾ D ⁽⁴⁾		1,500 ⁽⁵⁾ I Immediate Family
Common Stock							41,704 ⁽⁶⁾ I 401(k) Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.32	05/16/2005		M	7,736	<u>(7)</u> 05/22/2005	Common Stock	7,736
Stock Option (Right to Buy)	\$ 13.32	05/16/2005		M	64,264	<u>(7)</u> 05/22/2005	Common Stock	64,264
Stock Option (Right to Buy)	\$ 17.31	05/16/2005		M	72,000	<u>(7)</u> 05/22/2005	Common Stock	72,000

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	
MCCAUSLAND BONNIE F C/O AIRGAS, INC. 259 N. RADNOR-CHESTER ROAD, SUITE 100 RADNOR, PA 19087		X		

Signatures

Todd R. Craun, Attorney-in-Fact for Peter McCausland 05/18/2005

__Signature of Reporting Person Date

Todd R. Craun, Attorney-in-Fact for Bonnie F. McCausland 05/18/2005

__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) Includes 15,700 shares owned directly by Peter McCausland and indirectly by Bonnie F. McCausland.
- (2) Represents shares held in a trust for the benefit of the Reporting Persons' children.
These shares of Arigas, Inc. common stock are held by the Reporting Persons' children in two separate trusts where each child is the settlor, beneficiary and a trustee of his or her respective trust. Neither of the Reporting Persons is a trustee of either trust. On May 3, 2005, each trust was amended to eliminate each child's power to vote, dispose of or direct the disposition of the shares held in trust. Each of the Reporting Persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that either of them is the beneficial owner of such securities.
- (3) 2005, each trust was amended to eliminate each child's power to vote, dispose of or direct the disposition of the shares held in trust. Each of the Reporting Persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that either of them is the beneficial owner of such securities.
- (4) Not applicable.
- (5) Includes 1,500 shares owned directly by Bonnie F. McCausland and indirectly by Peter McCausland.
The information presented is as of 4/8/2005, the date of the latest available statement of the reporting person's holdings of Airgas, Inc. common stock in his 401(k) plan. Since 2/9/2005, the date relied upon for the amount reported on the reporting person's February 15, 2005 Form 4, a total of 512 shares have been acquired in transactions exempt from Section 16(b) by Rule 16b-3(c).
- (6) common stock in his 401(k) plan. Since 2/9/2005, the date relied upon for the amount reported on the reporting person's February 15, 2005 Form 4, a total of 512 shares have been acquired in transactions exempt from Section 16(b) by Rule 16b-3(c).
- (7) These options are fully exercisable.

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.