

MILLAY ROGER F

Form 4

March 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLAY ROGER F

(Last) (First) (Middle)

259 N. RADNOR-CHESTER RD.,
STE. 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)
03/07/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior V.P. & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Beneficial Ownership (Instr. 4)
Common Stock	03/07/2005		M	10,000 A	\$ 5.5 16,344 ⁽¹⁾	D	
Common Stock	03/07/2005		S	6,900 D	\$ 26.26 9,444 ⁽¹⁾	D	
Common Stock	03/07/2005		S	3,100 D	\$ 26.3 6,344 ⁽¹⁾	D	
Common Stock					951 ⁽²⁾	I	By 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 5.5	03/07/2005		M	10,000	(3) 05/16/2010	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MILLAY ROGER F
259 N. RADNOR-CHESTER RD., STE. 100
RADNOR, PA 19087

Senior V.P. & CFO

Signatures

Roger F. Millay 03/08/2005

**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).

Includes 3344 shares of Airgas, Inc. common stock acquired pursuant to the Airgas, Inc. 1998 Employee Stock Purchase Plan ("ESPP")
(1) as of 3/7/2005, the date of the latest available statement of the reporting person's ESPP account. Since 6/15/2004, the date relied upon for the reporting person's June 2004 Form 4, a total of 122 ESPP shares have been acquired in transactions exempt from Section 16(b).

The information presented is as of 3/7/05, the date of the latest available statement of the reporting person's holdings of Airgas common
(2) stock in his 401(k) Plan. Since 6/15/2004, the date relied upon for the amount reported on the reporting person's June 2004 Form 4, a total of 54 shares have been acquired in transactions exempt from Section 16(b).

(3) These options are currently exercisable.

(4) Not Applicable.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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