

AIRGAS INC
Form 424B3
December 18, 2007

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Registration Statement No. 333-146276

AIRGAS, INC.
Common Stock
Prospectus Supplement No. 1
Dated December 18, 2007
to the Prospectus dated September 24, 2007

This prospectus supplement amends the information in the Selling Stockholders section of our prospectus dated September 24, 2007 (as amended or supplemented from time to time, the Prospectus) relating to the resale of 2,471,623 shares of our common stock by certain of our stockholders.

The purpose of this prospectus supplement is to modify the Selling Stockholders section of the Prospectus to reflect the transfers of shares of our common stock by certain selling stockholders to additional selling stockholders identified in this prospectus supplement as selling stockholders.

This prospectus supplement should be read in conjunction with the Prospectus, and this prospectus supplement is qualified in its entirety by reference to the Prospectus, except to the extent that the information herein modifies or supersedes the information contained in the Prospectus. Except as amended by this prospectus supplement, the Selling Stockholders section of the Prospectus is not affected by this prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol ARG. The last reported sale price of our common stock on December 17, 2007 was \$49.90 per share.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. YOU SHOULD CAREFULLY CONSIDER THE RISK FACTORS INCLUDED IN OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED MARCH 31, 2007 BEFORE YOU DECIDE TO INVEST.

Neither the Securities and Exchange Commission (SEC) nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of the Prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

SELLING STOCKHOLDERS

The information in the Selling Stockholders table in the section entitled Selling Stockholders is hereby amended to reflect the donation by Mark R. Bernstein of 490 shares of our common stock to Foundation of the Carolinas, the transfer by Richard A. Lake of 2,317 shares to joint ownership with his spouse, the transfer by the James A. Turner, Jr. Revocable Trust of 1,058,977 shares to Judith T. Carpenter and the transfer by Judith T. Carpenter of an aggregate of 1,144,000 shares to the Judith T. Carpenter Charitable Remainder Unitrust, the Judith T. Carpenter Amended and Restated Trust and The Angel Oaks Foundation. These shares were transferred for no consideration.

This prospectus supplement should be read in conjunction with the Prospectus. The information in the following table is as of December 18, 2007 and supersedes and replaces the information relating to the shares of common stock beneficially owned by Mark R. Bernstein, Judith T. Carpenter, Richard A. Lake and the James A. Turner, Jr. Revocable Trust that were reported in the Selling Stockholder table, and the related footnotes, contained in the Prospectus.

| Name of Selling Stockholder | Prior to the offering | | Number of shares of common stock being registered for resale | After the offering (assuming all shares of common stock being offered hereby are sold) | |
|---------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------|
| | Number of shares of common stock beneficially owned | Percent of shares of common stock outstanding | | Number of shares of common stock beneficially Owned | Percent of shares of common stock outstanding |
| The Angel Oaks Foundation ⁽¹⁾ | 2,000 | * | 2,000 | -0- | |
| Mark R. Bernstein ⁽²⁾ | 252,157 ⁽³⁾ | * | 252,157 ⁽³⁾ | -0- | |
| Judith T. Carpenter ⁽¹⁾ | 1,628,685 ⁽⁴⁾ | 2% | 1,628,685 ⁽⁴⁾ | -0- | |
| Judith T. Carpenter Charitable Remainder Unitrust ⁽¹⁾ | 577,000 | * | 577,000 | -0- | |
| Judith T. Carpenter Amended and Restated Trust ⁽¹⁾ | 565,000 | * | 565,000 | -0- | |
| Foundation for the Carolinas | 490 | * | 490 | -0- | |
| Richard A. Lake and Sheila J. Lake, as joint tenants ⁽⁵⁾ | 2,317 | * | 2,317 | -0- | |
| James A. Turner, Jr. Revocable Trust ⁽⁶⁾ | 248,500 | * | 248,500 | -0- | |

* Represents less than 1% of the total aggregate amount of Airgas shares outstanding as of December 18, 2007.

- (1) Judith T. Carpenter is a trustee under the James A. Turner, Jr. Revocable Trust and the James A. Turner, Jr. Insurance Trust and has shared voting and dispositive powers under such trusts. Ms. Carpenter is also the sole trustee under the Judith T. Carpenter Charitable Remainder Unitrust and the Judith T. Carpenter Amended and Restated Trust and has sole voting and dispositive powers under such trusts. Ms. Carpenter is also a member of the Board of Directors and the President of The Angel Oaks Foundation. She served as Chairman of the Board of Directors of National Welders from 1998 until July 3, 2007.
- (2) Mark R. Bernstein is a trustee under the James A.

Turner, Jr.
Revocable Trust
and the James
A. Turner, Jr.
Insurance Trust
and has shared
voting and
dispositive
powers under
such trusts. He
served as a
member of the
Board of
Directors of
National
Welders from
1996 until
July 3, 2007.

(3) Includes
(i) 3,657 shares
directly held by
Mr. Bernstein,
and (ii) 248,500
shares held by
the James A.
Turner, Jr.
Revocable
Trust, as to
which
Mr. Bernstein
disclaims
beneficial
ownership.

(4) Includes
(i) 236,185
shares directly
held by
Ms. Carpenter,
(ii) 248,500
shares held by
the James A.
Turner, Jr.
Revocable
Trust,
(iii) 577,000
shares held by
the Judith T.
Carpenter
Charitable

Remainder
Unitrust,
(iv) 565,000
shares held by
the Judith T.
Carpenter
Amended and
Restated Trust,
and (v) 2,000
shares held by
The Angel Oaks
Foundation.

- (5) Mr. Lake served as a member of the Board of Directors of National Welders from 2004 to July 3, 2007.

- (6) Mark R. Bernstein and Judith T. Carpenter are trustees of the James A. Turner, Jr. Revocable Trust and they share voting and dispositive power over the shares of common stock held by the trust.