

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

QUAKER CHEMICAL CORPORATION

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(Exact name of registrant as specified in its charter)

Pennsylvania

23-0993790

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(State of incorporation or organization)

(I.R.S. Employer  
Identification No.)

Elm and Lee Streets  
Conshohocken, Pennsylvania

19428

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(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be registered

Name of each exchange on which  
each class is to be registered

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Common Stock, \$1 Par Value

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New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

Item 1. Description of Registrant's Securities  
to be Registered.

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Common Stock, \$1 Par Value

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The capital stock of Quaker Chemical Corporation (the "Company" or "Registrant") to be registered on the New York Stock Exchange, Inc. (the "Exchange"), is the Registrant's Common Stock with a par value of \$1 per share. Holders of Common Stock who have beneficially owned their shares for 36 consecutive months or more are entitled to ten votes per share at all meetings of shareholders; all other holders of Common Stock are entitled to one vote per share at all meetings of shareholders. Dividends that may be declared on the Common Stock will be paid in an equal amount to the holder of each share. No pre-emptive rights are conferred upon the holders of such stock and there are no conversion rights. There are no redemption or sinking fund provisions and there is no liability to further calls or to assessments by the Registrant. In the event of liquidation, each outstanding share of Common Stock entitles its holder to participate ratably in the assets remaining after payment of liabilities.

Certain provisions of the Company's Articles of Incorporation were designed to make the Company a less attractive target for acquisition by an outsider who does not have the support of the Company's directors. These provisions include: (1) that the Chairman of the Board or the President may call a special meeting of shareholders when directed by the Board of Directors or by the written request of the holders of at least 80%

of the shares entitled to vote; (2) a classified Board of Directors; (3) that directors may only be removed by the affirmative vote of 80% or more of the shares entitled to vote; (4) that certain business transactions will require the affirmative vote of the holders of at least 80% of the shares entitled to vote; and (5) that at least 80% of the shares entitled to vote must approve certain amendments to the Articles of Incorporation. While the foregoing provisions will not necessarily prevent take-over attempts, they should discourage an attempt to obtain control of the Company in a transaction not approved by the Company's Board of Directors by making it more difficult for a third party to obtain control in a short time and impose its will on the remaining shareholders of the Company.

Item 2. Exhibits.  
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1. All exhibits required by Instruction II to Item 2 will be supplied to the New York Exchange.

SIGNATURES

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

QUAKER CHEMICAL CORPORATION

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(Registrant)

Dated: July 31, 1996

By: /s/ Karl H. Spaeth

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Karl H. Spaeth,  
Corporate Secretary