

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 February 08, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Potts, Charles F.

 Suite 700
 900 Ashwood Parkway
 Atlanta, Georgia 30338
2. Issuer Name and Ticker or Trading Symbol
 Ashland Inc.
 ASH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 January 31, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President
7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock				4,351 (1)
Common Stock				2,659 (2)
Common Stock				2,054

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
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Priority	Date	Code	V	Amount	Exercisable	Expiry	Instrument	Quantity
Option (3)	33.125				9-16-94	10-16-03	Common Stock	5,000
	33.125				9-16-95	10-16-03	Common Stock	2,500
	33.125				9-16-96	10-16-03	Common Stock	2,500
Option (4)	35.875				9-15-95	10-15-04	Common Stock	5,000
	35.875				9-15-96	10-15-04	Common Stock	2,500
	35.875				9-15-97	10-15-04	Common Stock	2,500
Option (4)	33.875				9-21-96	10-21-05	Common Stock	5,000
	33.875				9-21-97	10-21-05	Common Stock	2,500
	33.875				9-21-98	10-21-05	Common Stock	2,500
Option (4)	39.00				9-19-97	10-19-06	Common Stock	5,000
	39.00				9-19-98	10-19-06	Common Stock	2,500
	39.00				9-19-99	10-19-06	Common Stock	2,500
Option (5)	53.375				9-18-98	10-18-07	Common Stock	5,000
	53.375				9-18-99	10-18-07	Common Stock	2,500
	53.375				9-18-00	10-18-07	Common Stock	2,500
Option (5)	48.00				9-17-99	10-17-08	Common Stock	5,000
	48.00				9-17-00	10-17-08	Common Stock	2,500
	48.00				9-17-01	10-17-08	Common Stock	2,500
Option (5)	36.625				9-16-00	10-16-09	Common Stock	15,000
	36.625				9-16-01	10-16-09	Common Stock	15,000

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	36.625						9-16-	10-16-	Common Stock	15,000	
							02	-09			
	36.625						9-16-	10-16-	Common Stock	15,000	
							03	-09			
Option (6)	36.38						9-20-	10-20-	Common Stock	10,000	
							02	-11			
	36.38						9-20-	10-20-	Common Stock	5,000	
							03	-11			
	36.38						9-20-	10-20-	Common Stock	5,000	
							04	-11			
Common Stock Units (7)	1-for-1		J		69	A			Common Stock	69	
Common Stock Units (8)	1-for-1	1-28-	I		2,035	D			Common Stock	2,035	45.
		02									

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 1-31-02.

2. Based on Employee Savings Plan information as of 2-4-02, the latest date for which such information is reasonably available, and includes transactions occurring on or after 10-1-01.

3. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Long-Term Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

4. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1993 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

5. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1997 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

6. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended and Restated Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

7. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 12-31-01 and includes transactions on or after 9-30-1, and exempt under Rule 16b-3(d). The price of the Common Stock Units on applicable valuation dates has varied from \$39.910 - 44.950. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)

8. Intraplan transfer in Ashland's 1995 Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Charles F. Potts

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DATE
February 7, 2002