

Edgar Filing: ROUSE WILLIAM L JR - Form 4

ROUSE WILLIAM L JR

Form 4

December 19, 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
 Rouse, Jr., William L.

 2201 Regency Road
 Suite 602
 Lexington, Kentucky 40503
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
 December 18, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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				2,000 (1)
Common Stock				7,082

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership
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Option (2)	37.50						7-28-	1-28-	Common Stock	1,000	
							94	04			
Option (2)	33.00						7-27-	1-27-	Common Stock	1,000	
							95	05			
Option (2)	43.125						7-31-	1-31-	Common Stock	1,000	
							97	07			
Option (2)	52.75						7-30-	1-30-	Common Stock	1,000	
							98	08			
Option (3)	46.76						7-31-	2-29-	Common Stock	2,500	
							02	12			
Common Stock Units (5)	1-for-1	12-18-	I (4	1,500	A				Common Stock	1,500	\$28
		-02)								

Explanation of Responses:

1. Represents shares of restricted common stock acquired pursuant to Ashland's stock incentive plans as approved by the shareholders and exempt pursuant to Rule 16b-3.
2. Stock options (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Deferred Compensation and Stock Incentive Plan for Non-Employee Directors. The stock option includes a tax withholding feature pursuant to the plan.
3. Stock options (represents a right to buy Ashland Common Stock) under Ashland's Amended and Restated Incentive Plan. The stock option includes a tax withholding feature pursuant to the plan.
4. Intraplan transfer in Ashland's Deferred Compensation Plan for Non-Employee Directors.
5. Common Stock Units acquired pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors as of 12-18-02, payable in cash or stock upon termination in service, and exempt under Rule 16b-3. (One (1) Common Stock Unit in Ashland's Deferred Compensation Plan for Non-Employee Directors is the equivalent of one (1) share of Ashland Common Stock)

SIGNATURE OF REPORTING PERSON

Amelia A. McCarty - Attorney - in - Fact

DATE

December 19, 2002