

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 March 08, 2001

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
 Hausrath, David L.

 50 E. RiverCenter Boulevard
 Covington, KY 41012-0391
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
 February 28, 2001
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)
 Vice President:General Counsel
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
Common Stock				3,288 (1)
Common Stock				3,856 (2)
Common Stock	2-9-01	F (3)	300	
Common Stock	2-9-01	M	500	
Common Stock	2-9-01	F (4)	88	2,377

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

1. Title of Derivative Security	2. Conversion	3. Transaction	4.	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. Percentage of
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For Exercise	Price of Derivative Security	Date	Code	V	Amount	Acquired(A) or Disposed of(D)	Expiration Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Securities Title and Number of Shares	vat	Sec	rit
Option (5)	23.875	2-9-01	M		500	D	9-21-93	10-21-02		Common Stock	500		
	23.875						9-21-94	10-21-02		Common Stock	375		
	23.875						9-21-95	10-21-02		Common Stock	375		
Option (6)	33.125						9-16-94	10-16-03		Common Stock	1,000		
	33.125						9-16-95	10-16-03		Common Stock	500		
	33.125						9-16-96	10-16-03		Common Stock	500		
Option (7)	35.875						9-15-95	10-15-04		Common Stock	1,000		
	35.875						9-15-96	10-15-04		Common Stock	500		
	35.875						9-15-97	10-15-04		Common Stock	500		
Option (7)	33.875						9-21-96	10-21-05		Common Stock	1,000		
	33.875						9-21-97	10-21-05		Common Stock	500		
	33.875						9-21-98	10-21-05		Common Stock	500		
Option (7)	39.00						9-19-97	10-19-06		Common Stock	1,000		
	39.00						9-19-98	10-19-06		Common Stock	500		
	39.00						9-19-99	10-19-06		Common Stock	500		
Option (8)	53.375						9-18-98	10-18-07		Common Stock	2,000		
	53.375						9-18-99	10-18-07		Common Stock	1,000		
	53.375						9-18-00	10-18-07		Common Stock	1,000		

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Option (8)	48.00						9-17-	10-17-	Common Stock	4,000	
							99	-08			
	48.00						9-17-	10-17-	Common Stock	2,000	
							00	-08			
	48.00						9-17-	10-17-	Common Stock	2,000	
							01	-08			
Option (8)	36.625						9-16-	10-16-	Common Stock	10,000	
							00	-09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							01	-09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							02	-09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							03	-09			
Common Stock Units (9)	1-for-1		J	V 694	A				Common Stock	694	

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 2-28-01.
2. Based on Employee Savings Plan information as of 2-23-01, the latest date for which such information is reasonably available, and includes transactions occurring on or after 12-1-00.
3. Shares surrendered in payment of option exercise price.
4. Shares used to satisfy tax withholding obligations.
5. 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.
6. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.
7. 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.
8. 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.
9. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 2-28-01 and includes transactions occurring on or after 11-15-00, and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$31.938 - \$39.770.

SIGNATURE OF REPORTING PERSON
David L. Hausrath

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DATE
March 7, 2001