

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC

Form 4

January 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

Chellgren, Paul W.

50 E. RiverCenter Boulevard

Covington, KY 41012

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 31, 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)

Chief Executive Officer

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	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock						10,817 (1)
Common Stock						72,859 (2)
Common Stock						60,000 (3)
Common Stock						7,964 (4)
Common Stock	12-4-01	F (5)	2,722	D	\$43.860	
Common Stock	12-4-01	M	5,000	A	\$23.875	
Common Stock	12-4-01	F (6)	796	D	\$43.860	
Common Stock	12-18-01	G	650	D		32,659

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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. Transaction Code	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
Option (7)	23.875	12-4-01	M	2,500	D 9-21-94-10-21-02	Common Stock	7,500
	23.875	12-4-01	M	2,500	D 9-21-95-10-21-02	Common Stock	7,500
Option (7)	24.625				11-5-93-12-5-02	Common Stock	12,500
	24.625				11-5-94-12-5-02	Common Stock	6,250
	24.625				11-5-95-12-5-02	Common Stock	6,250
Option (7)	33.125				9-16-94-10-16-03	Common Stock	20,000
	33.125				9-16-95-10-16-03	Common Stock	10,000
	33.125				9-16-96-10-16-03	Common Stock	10,000
Option (8)	35.875				9-15-95-10-15-04	Common Stock	20,000
	35.875				9-15-96-10-15-04	Common Stock	10,000
	35.875				9-15-97-10-15-04	Common Stock	10,000
Option (8)	33.875				9-21-96-10-21-05	Common Stock	20,000
	33.875				9-21-97-10-21-05	Common Stock	10,000
	33.875				9-21-98-10-21-05	Common Stock	10,000
Option (8)	39.00				9-19-97-10-19-06	Common Stock	25,000
	39.00				9-19-97-10-19-06	Common Stock	12,500



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Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 12-31-01.
2. Based on Employee Savings Plan information as of 1-2-02, the latest date for which such information is reasonably available, and includes transactions occurring after 12-3-01.
3. Shares of restricted common stock granted pursuant to Ashland's 1997 Stock Incentive Plan and exempt under Rule 16b-3. The restricted common stock has been enrolled in Ashland's Open Enrollment Dividend Reinvestment and Stock Purchase Plan.
4. Shares held in Ashland's Open Enrollment Dividend Reinvestment and Stock Purchase Plan as of 12-15-01.
5. Shares surrendered in payment of option exercise price.
6. Withholding of shares to satisfy tax withholding obligation.
7. 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.
8. 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.
9. 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.
10. I hereby disclaim beneficial ownership of all securities owned by my daughter, Jane Chellgren.
11. I hereby disclaim beneficial ownership of all securities owned by my son, Matthew Chellgren.
12. 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.
13. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 12-31-01 and includes transactions after 11-30-01, and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$43.540 - \$44.950. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)

SIGNATURE OF REPORTING PERSON

Paul W. Chellgren

DATE

January 8, 2001