

ROGERSON CRAIG A  
Form 4  
November 17, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERSON CRAIG A

(Last) (First) (Middle)  
HERCULES PLAZA, 1313 N.  
MARKET STREET  
(Street)

WILMINGTON, DE 19894-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HERCULES INC [HPC]

3. Date of Earliest Transaction (Month/Day/Year)  
11/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/13/2008		D	329,792	D 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

**Edgar Filing: ROGERSON CRAIG A - Form 4**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 17.1875	11/13/2008		D		35,500	05/15/2003 05/17/2010	Common Stock	35,500
Stock Option	\$ 17.1875	11/13/2008		D		10,000	05/15/2003 05/17/2010	Common Stock	10,000
Stock Option	\$ 11.28	11/13/2008		D		35,500	08/23/2004 08/23/2011	Common Stock	35,500
Stock Option	\$ 11.91	11/13/2008		D		50,000	05/09/2005 05/09/2012	Common Stock	50,000
Stock Option	\$ 14.45	11/13/2008		D		197,229	02/18/2008 02/18/2015	Common Stock	197,229
Stock Option	\$ 12.22	11/13/2008		D		282,324	11/13/2008 02/16/2016	Common Stock	282,324
Stock Option	\$ 21.04	11/13/2008		D		191,303	11/13/2008 02/21/2017	Common Stock	191,303
Stock Option	\$ 18.21	11/13/2008		D		221,032	11/13/2008 02/21/2018	Common Stock	221,032
Stock Option	\$ 18.21	11/13/2008		D		38,437	11/13/2008 02/21/2018	Common Stock	38,437

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERSON CRAIG A HERCULES PLAZA 1313 N. MARKET STREET WILMINGTON, DE 19894-0001	X		Chief Executive Officer	

**Signatures**

/s/ Israel J. Floyd, Acting as Attorney in Fact for Craig A. Rogerson 11/17/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 10, 2008, among Ashland Inc. ("Ashland"), Ashland Sub One, Inc. and Hercules Incorporated ("Hercules") in exchange for \$18.60 in cash per share of Hercules common stock, 0.0930 of a share of Ashland common stock, having a market value of \$1.6647 per share on the effective date of the merger, per share of Hercules common stock and cash in lieu of fractional shares of Ashland common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.