

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

D'Antoni, David J.

5200 Blazer Parkway
 Dublin, Ohio 43017

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)

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)		A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price			
Common Stock							500 (1)
Common Stock							7,269 (2)
Common Stock							6,947 (3)
Common Stock	2-15-01	M	10,000		A	\$30.50	
Common Stock	2-15-01	S	1,100		D	\$39.09	
Common Stock	2-15-01	S	8,900		D	\$38.75	6,412

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

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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 Outstanding Shares of Common Stock
Common Stock Units (4)	1-for-1		J	163		Common Stock	163
Option (5)	30.50	2-16-01	M	5,000	D 9-19-92 10-19-01	Common Stock	5,000
	30.50	2-16-01	M	2,500	D 9-19-93 10-19-01	Common Stock	2,500
	30.50	2-16-01	M	2,500	D 9-19-94 10-19-01	Common Stock	2,500
Option (5)	23.875				D 9-21-93 10-21-02	Common Stock	5,000
	23.875				D 9-21-94 10-21-02	Common Stock	2,500
	23.875				D 9-21-95 10-21-02	Common Stock	2,500
Option (5)	33.125				D 9-16-94 10-16-03	Common Stock	7,500
	33.125				D 9-16-95 10-16-03	Common Stock	3,750
	33.125				D 9-16-96 10-16-03	Common Stock	3,750
Option (6)	35.875				D 9-15-95 10-15-04	Common Stock	5,000
	35.875				D 9-15-96 10-15-04	Common Stock	2,500
	35.875				D 9-15-97 10-15-04	Common Stock	2,500
Option (6)	33.875				D 9-21-96 10-21-05	Common Stock	7,500
	33.875				D 9-21-97 10-21-05	Common Stock	3,750
	33.875				D 9-21-98 10-21-05	Common Stock	3,750
Option (6)	39.00				D 9-19-97 10-19-06	Common Stock	7,500

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	39.00						9-19-	10-19-	Common Stock	3,750	
							98	-06			
	39.00						9-19-	10-19-	Common Stock	3,750	
							99	-06			
Option (7)	53.375						9-18-	10-18-	Common Stock	10,000	
							98	-07			
	53.375						9-18-	10-18-	Common Stock	5,000	
							99	-07			
	53.375						9-18-	10-18-	Common Stock	5,000	
							00	-07			
Option (7)	48.00						9-17-	10-17-	Common Stock	10,000	
							99	-08			
	48.00						9-17-	10-17-	Common Stock	5,000	
							00	-08			
	48.00						9-17-	10-17-	Common Stock	5,000	
							01	-08			
Option (7)	36.625						9-16-	10-16-	Common Stock	17,500	
							00	-09			
	36.625						9-16-	10-16-	Common Stock	17,500	
							01	-09			
	36.625						9-16-	10-16-	Common Stock	17,500	
							02	-09			
	36.625						9-16-	10-16-	Common Stock	17,500	
							03	-09			

Explanation of Responses:

1. Custodian for son. I hereby disclaim beneficial ownership.
2. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 2-28-01.
3. 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 9-30-00.
4. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 2-28-01, and includes transactions on or after 9-30-00, and exempt under Rule 16b-3(d). The price of the Common Stock Units on applicable valuation dates has varied from \$31.938 - \$39.770.
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 1993 Stock Incentive Plan. The employee stock option includes a tax withholding

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feature pursuant to the plan.

7. 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.

SIGNATURE OF REPORTING PERSON

David J. D'Antoni

DATE

March 7, 2001