

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC

Form 4

February 11, 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

Boyd, James R.

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

January 31, 2002

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				14,250 (1)
Common Stock				17,035 (2)
Common Stock				242 (3)
Common Stock				31,075

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
						Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares
Option (4)	33.125						9-16-94	10-16-03	Common Stock 12,500
	33.125						9-16-95	10-16-03	Common Stock 6,250
	33.125						9-16-96	10-16-03	Common Stock 6,250
Option (5)	35.875						9-15-95	10-15-04	Common Stock 12,500
	35.875						9-15-96	10-15-04	Common Stock 6,250
	35.875						9-15-97	10-15-04	Common Stock 6,250
Option (5)	33.875						9-21-96	10-21-04	Common Stock 12,500
	33.875						9-21-97	10-21-04	Common Stock 6,250
	33.875						9-21-98	10-21-04	Common Stock 6,250
Option (5)	39.00						9-19-97	10-19-06	Common Stock 12,500
	39.00						9-19-98	10-19-06	Common Stock 6,250
	39.00						9-19-99	10-19-06	Common Stock 6,250
Option (6)	53.375						9-18-98	10-18-07	Common Stock 10,000
	53.375						9-18-99	10-18-07	Common Stock 5,000
	53.375						9-18-00	10-18-07	Common Stock 5,000
Option (6)	48.00						9-17-99	10-17-08	Common Stock 10,000
	48.00						9-17-00	10-17-08	Common Stock 5,000
	48.00						9-17-01	10-17-08	Common Stock 5,000
Option (6)	36.625						9-16-00	10-16-09	Common Stock 17,500
	36.625						9-16-00	10-16-16	Common Stock 17,500

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							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			
Option (7)	36.38						9-20-	10-20-	Common Stock	12,500	
							02	-11			
	36.38						9-20-	10-20-	Common Stock	7,500	
							03	-11			
Common Stock Units (8)	1-for-1		J		102	A			Common Stock	102	
Common Stock Units (9)	1-for-1	1-29-	I		20,771	D			Common Stock	20,771	
		02									

Explanation of Responses:

1. Joint with wife.
2. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 1-31-02.
3. Based on Employee Savings Plan information as of 2-4-02, the latest date for which such information is reasonably available, and includes transactions occurring on or after 10-1-01.
4. 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.
5. 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.
6. 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.
7. 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.
8. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 1-28-02 and includes transactions on or after 10-1-01, payable in cash or stock upon termination of service and exempt under Rule 16b-3(d). The price of the Common Stock Units on applicable valuation dates has varied from \$39.910 - \$46.340. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)
9. Intraplan transfer in Ashland's 1995 Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

James R. Boyd

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DATE
February 10, 2002