

Edgar Filing: WATERS FRANK L - Form 4

WATERS FRANK L
 Form 4
 September 18, 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
 Waters, Frank L.

 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
 September 16, 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)
 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				670 (1)
Common Stock				1,284 (2)
Common Stock				129
Common Stock				13 (3)

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

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Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares		
Option (4)	39.00					9-19-97	10-19-06	Common Stock	500	
	39.00					9-19-98	10-19-06	Common Stock	250	
	39.00					9-19-99	10-19-06	Common Stock	250	
Option (5)	53.375					9-18-98	10-18-07	Common Stock	1,000	
	53.375					9-18-99	10-18-07	Common Stock	500	
	53.375					9-18-00	10-18-07	Common Stock	500	
Option (5)	48.00					9-17-99	10-17-08	Common Stock	500	
	48.00					9-17-00	10-17-08	Common Stock	250	
	48.00					9-17-01	10-17-08	Common Stock	250	
Option (5)	36.625					9-16-00	10-16-09	Common Stock	2,500	
	36.625					9-16-01	10-16-09	Common Stock	2,500	
	36.625					9-16-02	10-16-09	Common Stock	2,500	
	36.625					9-16-03	10-16-09	Common Stock	2,500	
Option (6)	36.380					9-20-02	10-20-11	Common Stock	1,000	
	36.380					9-20-03	10-20-11	Common Stock	500	
	36.380					9-20-04	10-20-11	Common Stock	500	
Option (6)	45.99					1-30-03	2-29-12	Common Stock	6,500	
	45.99					1-30-04	2-29-12	Common Stock	3,250	
	45.99					1-30-05	2-29-12	Common Stock	3,250	
Common Stock Units (7)	1-for-1	9-16-	J	V	194	A		Common Stock	194	\$28

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	02								

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 8-31-02.
 2. Based on Employee Savings Plan information as of 8-5-02, the latest date for which such information is reasonably available.
 3. Shares held in Ashland's Open Enrollment Dividend Reinvestment and Stock Purchase Plan as of June 15, 2002.
 4. 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.
 5. 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.
 - 6 . 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.
 7. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 9-16-02 , and exempt under Rule 16b-3(d). (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)feature pursuant to the plan.
- SIGNATURE OF REPORTING PERSON
Amelia A. McCarty - Attorney-in-Fact
DATE
September 16, 2002