

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC

Form 4

September 23, 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

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

September 19, 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				17,269 (1)
Common Stock				38,120 (2)
Common Stock				6,412

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) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
						Title and Number of Shares	

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Option (3)	33.125						9-16-	10-16	Common Stock	7,500	
							94	-03			
	33.125						9-16-	10-16	Common Stock	3,750	
							95	-03			
	33.125						9-16-	10-16	Common Stock	3,750	
							96	-03			
Option (4)	35.875						9-15-	10-15	Common Stock	5,000	
							95	-04			
	35.875						9-15-	10-15	Common Stock	2,500	
							96	-04			
	35.875						9-15-	10-15	Common Stock	2,500	
							97	-04			
Option (4)	33.875						9-21-	10-21	Common Stock	7,500	
							96	-05			
	33.875						9-21-	10-21	Common Stock	3,750	
							97	-05			
	33.875						9-21-	10-21	Common Stock	3,750	
							98	-05			
Option (4)	39.00						9-19-	10-19	Common Stock	7,500	
							97	-06			
	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 (5)	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 (5)	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 (5)	36.625						9-16-	10-16	Common Stock	17,500	
							00	-09			
	36.625						9-16-	10-16	Common Stock	17,500	
							01	-09			

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	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 (6)	36.38					9-20-	10-20-	Common Stock	12,500	
						02	-11			

	36.38					9-20-	10-20-	Common Stock	6,250	
						03	-11			

	36.38					9-20-	10-20-	Common Stock	6,250	
						04	-11			

Option (7)	28.13	9-19-	J		12,500	A	9-19-	10-19-	Common Stock	12,500
		02					03	-12		

	28.13	9-19-	J		6,250	A	9-19-	10-19-	Common Stock	6,250
		02					04	-12		

	28.13	9-19-	J		6,250	A	9-19-	10-19-	Common Stock	6,250
		02					05	-12		

Common Stock Units (8)	1-for-1	9-20-	J		20	A			Common Stock	29
		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 9-3-02, the latest date for which such information is reasonably available.
3. 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.
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.
8. Grant of 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 9-20-02, and exempt under Rule 16b-3(d). (One (1) Common Stock Unit

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in the 1995 Deferred
Compensation Plan is the equivalent of one (1) share of Ashland Common
Stock)

SIGNATURE OF REPORTING PERSON

Amelia A. McCarty - Attorney-in-Fact

DATE

September 23, 2002