

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
 Thomas, Richard P.

 50 E. RiverCenter Boulevard
 Covington, KY 41012-0391
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)
 Vice President:Secretary
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) Amount	5. Amount of Securities Beneficially Owned at End of Month Price
Common Stock	2-5-01	S	966	0
Common Stock				16,029 (1)
Common Stock	2-26-01	I (2)	1,926	2,185 (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	4. Derivative Securities Acquired (A) or Disposed of (D)	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 Ownership
						Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Option (4)	35.875						9-15-97	10-15-04	Common Stock	1,000
Option (4)	33.875						9-21-97	10-21-05	Common Stock	1,000
	33.875						9-21-98	10-21-05	Common Stock	1,000
Option (4)	39.00						9-19-97	10-19-06	Common Stock	2,000
	39.00						9-19-98	10-19-06	Common Stock	1,000
	39.00						9-19-99	10-19-06	Common Stock	1,000
Option (5)	53.375						9-18-98	10-18-07	Common Stock	2,500
	53.375						9-18-99	10-18-07	Common Stock	1,250
	53.375						9-18-00	10-18-07	Common Stock	1,250
Option (5)	48.00						9-17-99	10-17-08	Common Stock	4,000
	48.00						9-17-00	10-17-08	Common Stock	2,000
	48.00						9-17-01	10-17-08	Common Stock	2,000
Option (5)	36.625						9-16-00	10-16-09	Common Stock	10,000
	36.625						9-16-01	10-16-09	Common Stock	10,000
	36.625						9-16-02	10-16-09	Common Stock	10,000
	36.625						9-16-03	10-16-09	Common Stock	10,000
Common Stock Units (6)	1-for-1		J		91	A			Common Stock	91
Common Stock Units (7)	1-for-1	2-5-01	I		601	D			Common Stock	601
										\$39

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as

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of 2-28-01.

2. Intraplan transfer in Ashland's Employee Savings Plan.

3. Based on Employee Savings Plan information as of 2-26-01 and includes transactions on or after 9-30-00.

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. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 1-31-01 and includes transactions on or after 9-30-00, 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 \$31.938 - \$39.770.

7. Intraplan transfer in Ashland's 1995 Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Richard P. Thomas

DATE

March 7, 2001