

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 March 09, 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
 Block, Philip W.

 50 E. RiverCenter Boulevard
 Covington, Kentucky 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
 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)
 Administrative 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) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock						6,369 (1)
Common Stock						2,245 (2)
Common Stock	2-6-01	M	6,000	A	\$30.50	
Common Stock	2-6-01	M	4,000	A	\$23.875	
Common Stock	2-6-01	M	4,000	A	\$24.625	
Common Stock	2-6-01	S	14,000	D	\$39.341	2,035

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

1. Title of Derivative Security	2. Conversion	3. Transaction	4. Derivative Security	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. Percentage of
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	33.875						9-21-	10-21-	Common Stock	2,000	
							98	05			
Option (6)	39.00						9-19-	10-19-	Common Stock	4,000	
							97	06			
	39.00						9-19-	10-19-	Common Stock	2,000	
							98	06			
	39.00						9-19-	10-19-	Common Stock	2,000	
							99	06			
Option (7)	53.375						9-18-	10-18-	Common Stock	7,500	
							98	07			
	53.375						9-18-	10-18-	Common Stock	3,750	
							99	07			
	53.375						9-18-	10-18-	Common Stock	3,750	
							00	07			
Option (7)	48.00						9-17-	10-17-	Common Stock	7,500	
							99	08			
	48.00						9-17-	10-17-	Common Stock	3,750	
							00	08			
	48.00						9-17-	10-17-	Common Stock	3,750	
							01	08			
Option (7)	36.625						9-16-	10-16-	Common Stock	10,000	
							00	09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							01	09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							02	09			
	36.625						9-16-	10-16-	Common Stock	10,000	
							03	09			

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 2-28-01.
2. 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 12-1-00.
3. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 2-28-01 and includes transactions on or after 11-15-00, 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.
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.

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5. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended 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 1993 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 1997 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

SIGNATURE OF REPORTING PERSON

Philip W. Block

DATE

March 8, 2001