

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 September 10, 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

Chellgren, Paul W.

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

August 31, 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)

Chief Executive Officer

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)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price	
Common Stock					10,817 (1)
Common Stock					72,047 (2)
Common Stock					60,000 (3)
Common Stock					7,089 (4)
Common Stock	8-15-01	F (5)	2,885	\$41.380	
Common Stock	8-15-01	M	5,000	\$23.875	
Common Stock	8-15-01	F (6)	740	\$41.380	
Common Stock	8-24-01	F (5)	2,829	\$42.200	

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Common Stock	8-24-01	M		5,000	A	\$23.875		
Common Stock	8-24-01	F (6)	759	D	\$42.200	27,599		

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)	6. Date Exercisable and Expiration Date (A) or Exercise Date (D)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Option (7)	23.875	8-15-01	M	5,000	D 9-21-93 10-21-02	Common Stock 15,000	
	23.875	8-24-01	M	5,000	D 9-21-94 10-21-02	Common Stock 7,500	
	23.875				9-21-95 10-21-02	Common Stock 7,500	
Option (7)	24.625				11-5-93 12-5-02	Common Stock 12,500	
	24.625				11-5-94 12-5-02	Common Stock 6,250	
	24.625				11-5-95 12-5-02	Common Stock 6,250	
Option (7)	33.125				9-16-94 10-16-03	Common Stock 20,000	
	33.125				9-16-95 10-16-03	Common Stock 10,000	
	33.125				9-16-96 10-16-03	Common Stock 10,000	
Option (8)	35.875				9-15-95 10-15-04	Common Stock 20,000	
	35.875				9-15-96 10-15-04	Common Stock 10,000	
	35.875				9-15-97 10-15-04	Common Stock 10,000	
Option (8)	33.875				9-21-96 10-21-05	Common Stock 20,000	
	33.875				9-21-96 10-21-05	Common Stock 10,000	

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						97	-05		
	33.875					9-21-	10-21-	Common Stock	10,000
						98	-05		
Option (8)	39.00					9-19-	10-19-	Common Stock	25,000
						97	-06		
	39.00					9-19-	10-19-	Common Stock	12,500
						98	-06		
	39.00					9-19-	10-19-	Common Stock	12,500
						99	-06		
Option (9)	53.375					9-18-	10-18-	Common Stock	10,000
						98	-07		
	53.375					9-18-	10-18-	Common Stock	10,000
						99	-07		
	53.375					9-18-	10-18-	Common Stock	10,000
						00	-07		
Option (9)	53.375					9-18-	10-18-	Common Stock	5,000
						98	-07		
Option (9)	53.375					9-18-	10-18-	Common Stock	5,000
						98	-07		
Option (9)	48.00					9-17-	10-17-	Common Stock	20,000
						99	-08		
	48.00					9-17-	10-17-	Common Stock	10,000
						00	-08		
	48.00					9-17-	10-17-	Common Stock	10,000
						01	-08		
Option (9)	50.4375					11-5-	12-5-	Common Stock	20,000
						99	08		
	50.4375					11-5-	12-5-	Common Stock	10,000
						00	08		
	50.4375					11-5-	12-5-	Common Stock	10,000
						01	08		
Option (9)	36.625					9-16-	10-16-	Common Stock	60,000
						00	-09		
	36.625					9-16-	10-16-	Common Stock	60,000
						01	-09		
	36.625					9-16-	10-16-	Common Stock	60,000
						02	-09		
	36.625					9-16-	10-16-	Common Stock	60,000
						03	-09		
Common Stock Units (12-for-1)		J		193	A			Common Stock	193

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Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 8-31-01.
 2. Based on Employee Savings Plan information as of 9-4-01, the latest date for which such information is reasonably available, and includes transactions occurring after 6-1-01.
 3. Shares of restricted common stock granted pursuant to Ashland's 1997 Stock Incentive Plan and exempt under Rule 16b-3. The restricted common stock has been enrolled in Ashland's Dividend Reinvestment Plan.
 4. Shares held in Ashland's Dividend Reinvestment Plan as of 6-15-01.
 5. Shares surrendered in payment of option exercise price.
 6. Withholding of shares to satisfy tax withholding obligation.
 7. 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.
 8. 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.
 9. 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.
 10. I hereby disclaim beneficial ownership of all securities owned by my daughter, Jane Chellgren.
 11. I hereby disclaim beneficial ownership of all securities owned by my son, Matthew Chellgren.
 12. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 8-31-01 and includes transactions after 5-31-01, and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$38.700 - \$41.600. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)
- SIGNATURE OF REPORTING PERSON
Paul W. Chellgren
DATE
September 10, 2001