

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 May 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

Potts, Charles F.

Tower Place - Suite 600
 3340 Peachtree Road
 Atlanta, Georgia 30326

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

April 30, 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)

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. 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						4,351 (1)
Common Stock						2,587 (2)
Common Stock	4-30-01	F (3)	1,345	D	\$43.06	
Common Stock	4-30-01	M	1,898	A	\$30.50	
Common Stock	4-30-01	F (4)	196	D	\$43.06	1,702

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

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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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities
Option (5)	30.50	4-30-01	M	1,898	D 9-19-92 10-19-01	Common Stock	1,898
	30.50				9-19-93 10-19-01	Common Stock	1,000
	30.50				9-19-94 10-19-01	Common Stock	1,000
Option (5)	33.125				9-16-94 10-16-03	Common Stock	5,000
	33.125				9-16-95 10-16-03	Common Stock	2,500
	33.125				9-16-96 10-16-03	Common Stock	2,500
Option (6)	35.875				9-15-95 10-15-04	Common Stock	5,000
	35.875				9-15-96 10-15-04	Common Stock	2,500
	35.875				9-15-97 10-15-04	Common Stock	2,500
Option (6)	33.875				9-21-96 10-21-05	Common Stock	5,000
	33.875				9-21-97 10-21-05	Common Stock	2,500
	33.875				9-21-98 10-21-05	Common Stock	2,500
Option (6)	39.00				9-19-97 10-19-06	Common Stock	5,000
	39.00				9-19-98 10-19-06	Common Stock	2,500
	39.00				9-19-99 10-19-06	Common Stock	2,500
Option (7)	53.375				9-18-98 10-18-07	Common Stock	5,000
	53.375				9-18-99 10-18-07	Common Stock	2,500

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	53.375					9-18-	10-18-	Common Stock	2,500	
						00	-07			
Option (7)	48.00					9-17-	10-17-	Common Stock	5,000	
						99	-08			
	48.00					9-17-	10-17-	Common Stock	2,500	
						00	-08			
	48.00					9-17-	10-17-	Common Stock	2,500	
						01	-08			
Option (7)	36.625					9-16-	10-16-	Common Stock	15,000	
						00	-09			
	36.625					9-16-	10-16-	Common Stock	15,000	
						01	-09			
	36.625					9-16-	10-16-	Common Stock	15,000	
						02	-09			
	36.625					9-16-	10-16-	Common Stock	15,000	
						03	-09			
Common Stock Units (8)	1-for-1		J		127	A			Common Stock	127

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 4-30-01.
2. Based on Employee Savings Plan information as of 5-2-01, the latest date for which such information is reasonably available, and includes transactions occurring on or after 12-1-00.
3. Shares surrendered in payment of option exercise price.
4. Withholding of shares to satisfy tax withholding obligation.
5. 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.
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.
8. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 4-30-01 and includes transactions on or after 11-30-00, and exempt under Rule 16b-3(d). The price of the Common Stock Units on applicable valuation dates has varied from \$32.420 - \$42.510. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)

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SIGNATURE OF REPORTING PERSON

Charles F. Potts

DATE

May 7, 2001