

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
 Potts, Charles F.

 Suite 700
 900 Ashwood Parkway
 Atlanta, Georgia 30338
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)
 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	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				4,351 (1)
Common Stock				2,603 (2)
Common Stock	8-20-01	F (3)	1,560	
Common Stock	8-20-01	M	2,102	
Common Stock	8-20-01	F (4)	190	

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

1. Title of Derivative	2. Con-	3.	4.	5. Number of De	6. Date Exer	7. Title and Amount	8. P
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Security	Version	Transaction	Derivative Security	Acquirable and Expirable	Expiration Date (Month/Day/Year)	of Underlying Securities	Title and Number of Shares		
Option (5)	30.50	8-20-01	M	102	D	9-19-92	10-19-01	Common Stock	102
	30.50	8-20-01	M	1,000	D	9-19-93	10-19-01	Common Stock	1,000
	30.50	8-20-01	M	1,000	D	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
	53.375					9-18-	10-18-	Common Stock	2,500

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							100	-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		97		A			Common Stock	97

Explanation of Responses:

- Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 8-31-01.
 - 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 on or after 5-2-01.
 - Shares surrendered in payment of option exercise price.
 - Withholding of shares to satisfy tax withholding obligation.
 - 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.
 - 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.
 - 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.
 - Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 8-31-01 and includes transactions on or after 4-30-01, and exempt under Rule 16b-3(d). The price of the Common Stock Units on applicable valuation dates has varied from \$38.700 - \$43.850. (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

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Charles F. Potts
DATE
September 10 , 2001