

Edgar Filing: HAUSRATH DAVID L - Form 4

HAUSRATH DAVID L

Form 4

March 07, 2002

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

Hausrath, David L.

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, 2002

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:General Counsel

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				3,288 (1)
Common Stock				1,032 (2)
Common Stock	2-1-02	F (3)	2,277	D \$46.760
Common Stock	2-1-02	M	2,906	A \$36.625
Common Stock	2-1-02	F (4)	266	D \$46.760

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Derivative Securities Acquired	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Exercise Price of Derivative Security	Date	Code	V	Amount	red(A) or Disposed of (D)	Date (Month/Day/Year)	Expiration Date	Title and Number of Shares	Securities
Option (5)	35.875						9-15-95	10-15-04	Common Stock	1,000
	35.875						9-15-96	10-15-04	Common Stock	500
	35.875						9-15-97	10-15-04	Common Stock	500
Option (5)	33.875						9-21-96	10-21-05	Common Stock	1,000
	33.875						9-21-97	10-21-05	Common Stock	500
	33.875						9-21-98	10-21-05	Common Stock	500
Option (5)	39.00						9-19-97	10-19-06	Common Stock	1,000
	39.00						9-19-98	10-19-06	Common Stock	500
	39.00						9-19-99	10-19-06	Common Stock	500
Option (6)	53.375						9-18-98	10-18-07	Common Stock	2,000
	53.375						9-18-99	10-18-07	Common Stock	1,000
	53.375						9-18-00	10-18-07	Common Stock	1,000
Option (6)	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 (6)	36.625	1-31-02	M		2,906	D	9-16-00	10-16-09	Common Stock	2,906
	36.625						9-16-01	10-16-09	Common Stock	10,000
	36.625						9-16-02	10-16-09	Common Stock	10,000

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	36.625					9-16-	10-16-	Common Stock	10,000	
						03	-09			
Option (7)	36.38					9-20-	10-20-	Common Stock	7,500	
						02	-11			
	36.38					9-20-	10-20-	Common Stock	3,750	
						03	-11			
	36.38					9-20-	10-20-	Common Stock	3,750	
						04	-11			
Option (8)	46.76	1-31-	A	V	2,277	A	1-31-	10-16-	Common Stock	2,277
		02					02	-09		
Common Stock Units (9)	1-for-1								Common Stock	9,633

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 2-28-02.

2. Based on Employee Savings Plan information as of 3-1-02, the latest date for which such information is reasonably available, and includes transactions occurring on or after 1-2-02.

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 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.

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

9. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 2-28-02, and exempt under Rule 16b-3(d). (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock) feature pursuant to the plan.

SIGNATURE OF REPORTING PERSON

David L. Hausrath

DATE

March 6, 2002