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HAUSRATH DAVID L

Form 4

January 08, 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
 December 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)
 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. 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 | 12-13-01 | I (2) | 2,944 | 1,003 (3) |
| Common Stock | 12-7-01 | M | 2,000 | |
| Common Stock | 12-7-01 | S | 2,000 | |
| Common Stock | 12-12-01 | G | 100 | 2,277 |

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 (4) | 33.125 | 12-7-01 | M | 1,000 | D | 9-16-94 | 10-16-03 | Common Stock | 1,000 |
| | 33.125 | 12-7-01 | M | 500 | D | 9-16-95 | 10-16-03 | Common Stock | 500 |
| | 33.125 | 12-7-01 | M | 500 | D | 9-16-96 | 10-16-03 | Common Stock | 500 |
| 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 | | | | | 9-17-00 | 10-17-08 | Common Stock | 2,000 |

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| | | | | | | | | | | |
|------------------------|---------|--|---|--|----|-------|--------|--------------|--------|--|
| | | | | | | 01 | -08 | | | |
| Option (6) | 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 | | | |
| 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 | | | |
| Common Stock Units (8) | 1-for-1 | | J | | 14 | A | | Common Stock | 14 | |
| | | | | | | | | | | |

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 12-31-01.
2. Intraplan transfer in Ashland's Employee Savings Plan.
3. Based on Employee Savings Plan information as of 1-2-02, the latest date for which such information is reasonably available, and includes transactions occurring on or after 12-3-01.
4. 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.
5. 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.
6. 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.
7. 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.
8. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 12-31-01 and includes transactions after 11-30-01, and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$43.540 - \$44.950. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share)

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of Ashland Common Stock) feature pursuant to the
plan.

SIGNATURE OF REPORTING PERSON

David L. Hausrath

DATE

January 8, 2001