

Edgar Filing: ROUSE WILLIAM L JR - Form 4

ROUSE WILLIAM L JR
 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
 Rouse, Jr., William L.

 2201 Regency Road
 Suite 602
 Lexington, Kentucky 40503
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)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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 Price
Common Stock				2,000 (1)
Common Stock	12-31-01	J (2)	330	\$43.60 5,802

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature
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Option (3)	37.50						7-28-	1-28-	Common Stock	1,000	
							94	04			
Option (3)	33.00						7-27-	1-27-	Common Stock	1,000	
							95	05			
Option (3)	43.125						7-30-	1-30-	Common Stock	1,000	
							97	07			
Option (3)	52.75						7-29-	1-29-	Common Stock	1,000	
							98	08			
Common Stock Units (4)	1-for-1		J		118	A			Common Stock	118	\$43

Explanation of Responses:

1. Represents shares of restricted common stock acquired pursuant to Ashland's stock incentive plans as approved by the shareholders and exempt pursuant to Rule 16b-3.
2. Payment of a portion of retainer, meeting and committee fees in Ashland stock.
3. Stock options under Ashland's Deferred Compensation Plan for Non-Employee Directors.
4. Common Stock Units acquired pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors, payable in cash or stock upon termination of service as of December 31, 2001 and includes transactions after September 30, 2001, and exempt under Rule 16b-3. (One (1) Common Stock Unit in Ashland's Deferred Compensation Plan for Non-Employee Directors is the equivalent of one (1) share of Ashland Common Stock)

SIGNATURE OF REPORTING PERSON

Amelia A. McCarty - Attorney - in - Fact

DATE

January 8, 2002