

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC
 Form 4
 January 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
 Noonan, Patrick F.

The Conservation Fund
 1800 North Kent Street
 Arlington, Virginia 22209

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, 2000

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
Common Stock				2,000 (1)

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
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Option (2)	37.50					7-28-	1-28-	Common Stock	500	
						94	04			
Option (2)	37.50					7-28-	1-28-	Common Stock	500	
						94	04			
Option (2)	33.00					7-27-	1-27-	Common Stock	500	
						95	05			
Option (2)	33.00					7-27-	1-27-	Common Stock	500	
						95	05			
Option (2)	43.125	12-6-	G(3)	V 1,000	D	7-30-	1-30-	Common Stock	1,000	
		00				97	07			
Option (2)	43.125	12-6-	G	V 500	A	7-30-	1-30-	Common Stock	500	
		00				97	07			
Option (2)	43.125	12-6-	G	V 500	A	7-30-	1-30-	Common Stock	500	
		00				97	07			
Option (2)	52.75					7-29-	1-29-	Common Stock	1,000	
						98	08			
Common Stock Units (6)	1-for-1		J	V 460	A			Common Stock	460	

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. Stock options (represents a right to buy Ashland Common Stock) under Ashland Inc.'s Deferred Compensation Plan for Non-Employee Directors.
3. Gift of 500 shares to each of my grandchildren, neither of whom resides in my household.
4. I hereby disclaim beneficial ownership of securities owned by my grandson, Ryan Ziemski.
5. I hereby disclaim beneficial ownership of securities owned by my grandson, John Ziemski.
6. Common Stock Units acquired pursuant to Ashland's Deferred Compensation and Stock Incentive Plan for Non-Employee Directors as of December 31, 2000 and includes transactions after September 30, 2000, payable in cash or stock upon termination of service and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$32.850 - \$35.890.

SIGNATURE OF REPORTING PERSON

Patrick F. Noonan

DATE

January 5, 2001