

Edgar Filing: THOMAS RICHARD P - Form 4

THOMAS RICHARD P

Form 4

December 02, 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

Thomas, Richard P.

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

November 27, 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:Secretary

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				15,199 (1)
Common Stock				13,317 (2)

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	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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Option (3)	39.00					9-19-	10-19	Common Stock	2,000	
						97	-06			
	39.00					9-19-	10-19	Common Stock	1,000	
						98	-06			
	39.00					9-19-	10-19	Common Stock	1,000	
						99	-06			
Option (4)	53.375					9-18-	10-18	Common Stock	2,500	
						98	-07			
	53.375					9-18-	10-18	Common Stock	1,250	
						99	-07			
	53.375					9-18-	10-18	Common Stock	1,250	
						00	-07			
Option (4)	48.00					9-17-	10-17	Common Stock	4,000	
						99	-08			
	48.00					9-17-	10-17	Common Stock	2,000	
						00	-08			
	48.00					9-17-	10-17	Common Stock	2,000	
						01	-08			
Option (4)	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 (5)	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 (5)	28.13					9-19-	10-19	Common Stock	7,500	
						03	-12			
	28.13					9-19-	10-19	Common Stock	3,750	
						04	-12			
	28.13					9-19-	10-19	Common Stock	3,750	
						05	-12			
Common Stock Units (6)	1-for-1	11-27	J		11	A		Common Stock	11	\$28
		-02								

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### Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 9-30-02.
2. Based on Employee Savings Plan information as of 9-30-02, based on the most recent information available.
3. 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.
4. 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.
5. 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.
6. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 11-27-02, 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)

SIGNATURE OF REPORTING PERSON

M. Craig Hall - Attorney-in-Fact

DATE

December 2, 2002