

Edgar Filing: NOONAN PATRICK F - Form 4

NOONAN PATRICK F
 Form 4
 December 17, 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
 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 16, 2002
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 Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Purchase or Sale of Underlying Securities of
Option (2)	37.50				7-28-01-28-01	Common Stock	500

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							94	04				
Option (2)	37.50						7-28-94	1-28-04	Common Stock	500		
Option (2)	33.00						7-27-95	1-27-05	Common Stock	500		
Option (2)	33.00						7-27-95	1-27-05	Common Stock	500		
Option (2)	43.125						7-31-97	1-31-07	Common Stock	500		
Option (2)	43.125						7-31-97	1-31-07	Common Stock	500		
Option (2)	52.75						7-30-98	1-30-08	Common Stock	1,000		
Option (6)	46.76						7-31-02	2-29-12	Common Stock	2,500		
Common Stock Units (7)	1-for-1	12-16-02	J		110	A			Common Stock	110		\$29

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. The stock option includes a tax withholding feature pursuant to the plan.

3. I hereby disclaim beneficial ownership of securities owned by my grandson, Ryan Ziemski.

4. I hereby disclaim beneficial ownership of securities owned by my grandson, John Ziemski.

5. I hereby disclaim beneficial ownership of securities owned by my granddaughter, Josie Ziemski.

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

7. Common Stock Units acquired pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors as of 12-16-02, payable in cash or stock upon termination of service and exempt under Rule 16b-3. (One (1) Common Stock Unit in the 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

December 17, 2002