

HERCULES INC
Form 4
November 17, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPIZZO ALLEN A

(Last) (First) (Middle)

**HERCULES PLAZA, 1313 N.
MARKET STREET**

(Street)

WILMINGTON, DE 19894-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HERCULES INC [HPC]

3. Date of Earliest Transaction
(Month/Day/Year)

11/13/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP & CFO

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2008		D	129,876	D	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 37.5625	11/13/2008		D		1,500		11/04/2008	05/04/2009	Common Stock	1,500
Stock Option	\$ 17.25	11/13/2008		D		4,275		02/18/2003	02/18/2010	Common Stock	4,275
Stock Option	\$ 15.3125	11/13/2008		D		13,475		04/03/2003	04/05/2010	Common Stock	13,475
Stock Option	\$ 11.91	11/13/2008		D		30,000		05/09/2005	05/09/2012	Common Stock	30,000
Stock Option	\$ 11.6	11/13/2008		D		7,279		06/28/2005	06/28/2012	Common Stock	7,279
Stock Option	\$ 18.21	11/13/2008		D		17,301		11/13/2008	02/21/2018	Common Stock	17,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPIZZO ALLEN A HERCULES PLAZA 1313 N. MARKET STREET WILMINGTON, DE 19894-0001			VP & CFO	

Signatures

/s/ Israel J. Floyd, Acting as Attorney in Fact for Allen A. Spizzo 11/17/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 10, 2008, among Ashland Inc. ("Ashland"), Ashland Sub One, Inc. and Hercules Incorporated ("Hercules") in exchange for \$18.60 in cash per share of Hercules common stock, 0.0930 of a share of Ashland common stock, having a market value of \$1.6647 per share on the effective date of the merger, per share of Hercules common stock and cash in lieu of fractional shares of Ashland common stock.

(2)

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This option was assumed by Ashland in the merger and replaced with an option to purchase 1,473 shares of Ashland common stock for \$38.25 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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