

ASHLAND INC
Form 4
April 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESLER SUSAN B

(Last) (First) (Middle)
50 E. RIVERCENTER BOULEVARD
(Street)

COVINGTON, KY 41012-0391

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASHLAND INC [ASH]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Units	\$ 0 <u>(1)</u>	03/15/2004	J	<u>(2)</u>	34		<u>(2)</u>	<u>(2)</u>	Common Stock	34	\$ 46.26
Common Stock Units	\$ 0 <u>(1)</u>	06/15/2004	J	<u>(3)</u>	31		<u>(3)</u>	<u>(3)</u>	Common Stock	31	\$ 51.3
Common Stock Units	\$ 0 <u>(1)</u>	09/15/2004	J	<u>(4)</u>	30		<u>(4)</u>	<u>(4)</u>	Common Stock	30	\$ 54.32
Common Stock Units	\$ 0 <u>(1)</u>	12/15/2004	J	<u>(5)</u>	28		<u>(5)</u>	<u>(5)</u>	Common Stock	28	\$ 58.23

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESLER SUSAN B
50 E. RIVERCENTER BOULEVARD
COVINGTON, KY 41012-0391

Vice
President

Signatures

Jami K. Suver,
Attorney-in-Fact

04/04/2005

**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) 1-for-1

(2) Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 3/15/04, 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.)

(3) Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 6/15/04, 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.)

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- (4) Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 9/15/04, 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.)
- (5) Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 12/15/04, 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.)

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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