

ASHLAND INC.
Form 4
May 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
WILLIS J KEVIN

(Last) (First) (Middle)
50 E. RIVERCENTER BLVD.

(Street)

COVINGTON, KY 41011

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2014

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)
Chief Financial Officer

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 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)
			Code	V	Amount or Price		
Common Stock	05/05/2014		S ⁽¹⁾		987 D \$ 100.07	15,915 ⁽²⁾	D
Common Stock	05/05/2014		M ⁽¹⁾		2,500 A \$ 51.86	18,415 ⁽²⁾	D
Common Stock	05/05/2014		M ⁽¹⁾		3,675 A \$ 55.56	22,090 ⁽²⁾	D
Common Stock	05/05/2014		M ⁽¹⁾		2,900 A \$ 70.37	24,990 ⁽²⁾	D
Common Stock	05/05/2014		F ⁽¹⁾⁽³⁾		1,721 D \$ 100.07	23,269 ⁽²⁾	D

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Common Stock	05/05/2014	<u>F(1)(4)</u>	2,628	D	\$ 100.07	20,641	D	
Common Stock	05/05/2014	<u>F(1)(5)</u>	2,349	D	\$ 100.07	18,292	D	
Common Stock						14,329 ⁽⁶⁾	I	401(k)
Common Stock						887 ⁽⁷⁾	I	LESOP

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 (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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 51.86	05/05/2014		<u>M(1)(8)</u>	2,500	11/17/2011 12/17/2020	Common Stock	2
Stock Appreciation Right	\$ 55.56	05/05/2014		<u>M(1)(9)</u>	3,675	12/02/2012 01/02/2022	Common Stock	3
Stock Appreciation Right	\$ 70.37	05/05/2014		<u>M(1)(10)</u>	2,900	11/14/2013 12/14/2022	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Chief Financial Officer	

WILLIS J KEVIN
50 E. RIVERCENTER BLVD.
COVINGTON, KY 41011

Signatures

/s/ Jennifer I. Henkel,
Attorney-in-Fact

05/07/2014

__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) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 21, 2014.
- (2) Includes 15,915 shares of unvested Restricted Stock.
- (3) Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 8 below.
- (4) Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 9 below.
- (5) Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 10 below.
- (6) Based on Employee Savings Plan information as of May 2, 2014, the latest date for which such information is reasonably available.
- (7) Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of May 2, 2014.
- (8) Stock Appreciation Right granted pursuant to the 2006 Ashland Inc. Incentive Plan which vests in three annual installments: 50% after the 1st year, the next 25% the 2nd year and the remaining 25% the 3rd year.
- (9) Stock Appreciation Right granted pursuant to the Amended and Restated 2011 Ashland Inc. Incentive Plan which vests in three annual installments: 50% after the 1st year, the next 25% the 2nd year and the remaining 25% the 3rd year.
- (10) Stock Appreciation Right granted pursuant to the Amended and Restated 2011 Ashland Inc. Incentive Plan which vests in three annual installments: 50% after the 1st year, the next 25% the 2nd year and the remaining 25% the 3rd year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.