

ESLER SUSAN B
Form 4
June 09, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2011

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

(Street)
COVINGTON, KY 41012-0391

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------|---|--------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 06/08/2011 | | M | V | 2,672 | A | \$ 38.47 | 2,920 | D | |
| Common Stock | 06/08/2011 | | M | V | 8,812 | A | \$ 49.79 | 11,732 | D | |
| Common Stock | 06/08/2011 | | M | V | 4,000 | A | \$ 10.72 | 15,732 | D | |
| Common Stock | 06/08/2011 | | D ⁽¹⁾ | V | 11,163 | D | \$ 62.74 <u>(2)</u> | 4,569 | D | |
| Common Stock | | | | | | | | 959 ⁽³⁾ | I | 401(k) |

Common Stock 54 I By Spouse's Trust

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 38.47 | 06/08/2011 | | M ⁽⁴⁾ | 2,672 | 09/16/2005 10/16/2014 | Common Stock | 2,672 |
| Stock Appreciation Right | \$ 49.79 | 06/08/2011 | | M ⁽⁴⁾ | 8,812 | 09/15/2006 10/15/2015 | Common Stock | 8,812 |
| Stock Appreciation Right | \$ 10.72 | 06/08/2011 | | M ⁽⁵⁾ | 4,000 | 11/20/2009 12/20/2018 | Common Stock | 4,000 |

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

/s/ David A. Rines,
Attorney-in-Fact 06/09/2011

__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 disposition of the 11,163 shares reflects the cost of exercising the 15,484 Stock Appreciation Rights at the exercise price and includes taxes withheld for the transaction.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.735 to \$62.76, inclusive. The reporting person undertakes to provide to Ashland Inc., any security holder of Ashland Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (2) Based on Employee Savings Plan information as of 6-8-11, the latest date for which such information is reasonably available.
 - (3) Stock Appreciation Right granted pursuant to Ashland's Amended and Restated Stock 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.
 - (4) 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.
 - (5)

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.