ASHLAND INC.

Form 4

September 17, 2013

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

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

3235-0287 Number: January 31, Expires: 2005

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OMB APPROVAL

Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad WILLIS J KI	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ASHLAND INC. [ASH]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
50 E. RIVERCENTER BLVD.			(Month/Day/Year) 09/13/2013	Director 10% Owner _X_ Officer (give title Other (speci- below) below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting			
COVINGTO	N, KY 410	11		Person			

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(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	ly 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. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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)
Restricted Stock	09/13/2013		<u>J(1)</u>	45	A	\$ 91.41	12,101	D	
Common Stock							14,038 (2)	I	401(k)
Common Stock							887 (3)	Ι	LESOP

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

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number.

6 Date Evergisable and 7 Title and Amount of 8 Price of

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

Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transaction	5. onNumber of	Expiration D (Month/Day)	ate	Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security
(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	<u>(4)</u>	09/13/2013		J <u>(5)</u>	55	<u>(6)</u>	<u>(6)</u>	Common Stock	55	\$ 91.41

Reporting Owners

Reporting Owner Name / Address Relationships

3 Transaction Date 3A Deemed

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

1 Title of

/s/ David A. Rines, Attorney-in-Fact

09/17/2013

**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).
- Restricted Common Stock paid in lieu of cash dividends (exempt pursuant to Rule 16b-3) as required under the terms of (i) the Restricted (1) Stock Agreement dated November 17, 2010 which will vest November 17, 2014 and (ii) the Restricted Stock Agreement dated May 3, 2013 which will vest May 3, 2016.
- (2) Based on Employee Savings Plan information as of September 13, 2013, the latest date for which such information is reasonably available.
- (3) Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of September 13, 2013.
- **(4)** 1 for 1.
- (5) Common Stock Units acquired pursuant to Ashland's Deferred Compensation Plan (the "Plan") and exempt under Rule 16b-3(d). (One (1) Common Stock Unit in the Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock.)

Reporting Owners 2

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Subject to any deferral election on timing of distribution by the reporting person under the Plan, the Common Stock Units are payable in Common Stock upon the reporting person's in-service distribution election, retirement or other termination.

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