

ASHLAND INC.
Form 4
February 06, 2007

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITCHELL SAMUEL J

(Last) (First) (Middle)

3475 DABNEY DRIVE

(Street)

LEXINGTON, KY 40509

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2007

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)
Vice President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2007		M		8,017	A	\$ 19.75	8,233	D	
Common Stock	02/02/2007		M		12,000	A	\$ 23.87	20,233	D	
Common Stock	02/02/2007		M		4,274	A	\$ 25.54	24,507	D	
Common Stock	02/02/2007		M		2,137	A	\$ 25.71	26,644	D	
Common Stock	02/02/2007		M		7,100	A	\$ 32.28	33,744	D	

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Common Stock	02/02/2007	M	1,424	A	\$ 33.69	35,168	D	
Common Stock	02/02/2007	M	1,424	A	\$ 37.46	36,592	D	
Common Stock	02/02/2007	S	36,376	D	\$ 69.4469	216	D	
Common Stock						703 ⁽¹⁾	I	401(K)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 19.75	02/02/2007		M ⁽²⁾		8,017		09/19/2003	10/19/2012	Common Stock	8,017
Stock Options (Right to buy)	\$ 23.87	02/02/2007		M ⁽²⁾		12,000		09/18/2004	10/18/2013	Common Stock	12,000
Stock Options (Right to buy)	\$ 25.54	02/02/2007		M ⁽²⁾		4,274		09/20/2002	10/20/2011	Common Stock	4,274
Stock Options (Right to buy)	\$ 25.71	02/02/2007		M ⁽²⁾		2,137		09/16/2000	10/16/2009	Common Stock	2,137
Stock Options	\$ 32.28	02/02/2007		M ⁽²⁾		7,100		01/30/2003	02/29/2012	Common Stock	7,100

(Right to
buy)

Stock

Options (Right to buy)	\$ 33.69	02/02/2007	M ⁽²⁾	1,424	09/17/1999	10/17/2008	Common Stock	1,424
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Stock

Options (Right to buy)	\$ 37.46	02/02/2007	M ⁽²⁾	1,424	09/18/1998	10/18/2007	Common Stock	1,424
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL SAMUEL J 3475 DABNEY DRIVE LEXINGTON, KY 40509			Vice President	

Signatures

David B. Mattingly, Attorney-in-Fact	02/06/2007
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__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).

Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Stock Incentive Plan which
(2) vests in three annual installments: 50% after the 1st year, the next 25% the 2nd year and the remaining 25% the 3rd year. The employee stock option includes a tax withholding feature pursuant to the plan.

(1) Based on Employee Savings Plan information as of 2-2-07, the latest date for which such information is reasonably available.

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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