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HAUSRATH DAVID L

Form 4

December 07, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Hausrath, David L.

 50 E. RiverCenter Boulevard
 Covington, KY 41012-0391
2. Issuer Name and Ticker or Trading Symbol
 Ashland Inc.
 ASH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 November 30, 2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Vice President:General Counsel
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|--|--|
| Common Stock | | | | 13,288 (1) |
| Common Stock | | | | 13,925 (2) |
| Common Stock | | | | 12,377 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|---------------------|---------|---|--|--|----------------|
|---------------------------------|--|---------------------|---------|---|--|--|----------------|

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| | | | | | | | | | | |
|------------|--------|--|--|--|--|-------|-------|--------------|--------|--|
| Option (3) | 33.125 | | | | | 9-16- | 10-16 | Common Stock | 1,000 | |
| | | | | | | 94 | -03 | | | |
| | 33.125 | | | | | 9-16- | 10-16 | Common Stock | 500 | |
| | | | | | | 95 | -03 | | | |
| | 33.125 | | | | | 9-16- | 10-16 | Common Stock | 500 | |
| | | | | | | 96 | -03 | | | |
| Option (4) | 35.875 | | | | | 9-15- | 10-15 | Common Stock | 1,000 | |
| | | | | | | 95 | -04 | | | |
| | 35.875 | | | | | 9-15- | 10-15 | Common Stock | 500 | |
| | | | | | | 96 | -04 | | | |
| | 35.875 | | | | | 9-15- | 10-15 | Common Stock | 500 | |
| | | | | | | 97 | -04 | | | |
| Option (4) | 33.875 | | | | | 9-21- | 10-21 | Common Stock | 1,000 | |
| | | | | | | 96 | -05 | | | |
| | 33.875 | | | | | 9-21- | 10-21 | Common Stock | 500 | |
| | | | | | | 97 | -05 | | | |
| | 33.875 | | | | | 9-21- | 10-21 | Common Stock | 500 | |
| | | | | | | 98 | -05 | | | |
| Option (4) | 39.00 | | | | | 9-19- | 10-19 | Common Stock | 1,000 | |
| | | | | | | 97 | -06 | | | |
| | 39.00 | | | | | 9-19- | 10-19 | Common Stock | 500 | |
| | | | | | | 98 | -06 | | | |
| | 39.00 | | | | | 9-19- | 10-19 | Common Stock | 500 | |
| | | | | | | 99 | -06 | | | |
| Option (5) | 53.375 | | | | | 9-18- | 10-18 | Common Stock | 2,000 | |
| | | | | | | 98 | -07 | | | |
| | 53.375 | | | | | 9-18- | 10-18 | Common Stock | 1,000 | |
| | | | | | | 99 | -07 | | | |
| | 53.375 | | | | | 9-18- | 10-18 | Common Stock | 1,000 | |
| | | | | | | 00 | -07 | | | |
| Option (5) | 48.00 | | | | | 9-17- | 10-17 | Common Stock | 4,000 | |
| | | | | | | 99 | -08 | | | |
| | 48.00 | | | | | 9-17- | 10-17 | Common Stock | 2,000 | |
| | | | | | | 00 | -08 | | | |
| | 48.00 | | | | | 9-17- | 10-17 | Common Stock | 2,000 | |
| | | | | | | 01 | -08 | | | |
| Option (5) | 36.625 | | | | | 9-16- | 10-16 | Common Stock | 10,000 | |
| | | | | | | 00 | -09 | | | |
| | 36.625 | | | | | 9-16- | 10-16 | Common Stock | 10,000 | |
| | | | | | | 01 | -09 | | | |

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|------------------------|---------|--|---|--|-------|-------|--------|--------------|--------------|-------|
| | 36.625 | | | | | 9-16- | 10-16- | Common Stock | 10,000 | |
| | | | | | | 02 | -09 | | | |
| | 36.625 | | | | | 9-16- | 10-16- | Common Stock | 10,000 | |
| | | | | | | 03 | -09 | | | |
| Option (6) | 36.38 | | | | | 9-20- | 10-20- | Common Stock | 7,500 | |
| | | | | | | 02 | -11 | | | |
| | 36.38 | | | | | 9-20- | 10-20- | Common Stock | 3,750 | |
| | | | | | | 03 | -11 | | | |
| | 36.38 | | | | | 9-20- | 10-20- | Common Stock | 3,750 | |
| | | | | | | 04 | -11 | | | |
| Common Stock Units (7) | 1-for-1 | | J | | 6,677 | A | | | Common Stock | 6,677 |
| | | | | | | | | | | |

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 11-30-01.

2. Based on Employee Savings Plan information as of 12-3-01, the latest date for which such information is reasonably available, and includes transactions occurring on or after 10-1-01.

3. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

4. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1993 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

5. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1997 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

6. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended and Restated Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

7. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 11-30-01 and includes transactions occurring on or after 10-1-01, and exempt under Rule 16b-3(d).

The price of the Common Stock Units on the applicable valuation dates ranged from \$39.910 - \$43.170. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)

SIGNATURE OF REPORTING PERSON

David L. Hausrath

DATE

December 6, 2001