WILLIS J KEVIN

Form 4 May 06, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIS J KEVIN			2. Issuer Name and Ticker or Trading Symbol ASHLAND INC. [ASH]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
50 E. RIVERCENTER BLVD.			05/03/2013	_X_ Officer (give title Other (speci below) below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
COVINGTON, KY 41011			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative Securitie	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acq or(A) or Disposed of (Instr. 3, 4 and 5) (A) or Amount (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	05/03/2013		A <u>(1)</u>	$1 / (1) / \Delta$	\$ 87.86	12,009	D	
Common Stock						13,836 (2)	I	401(k)
Common Stock						887 <u>(3)</u>	I	LESOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: WILLIS J KEVIN - Form 4

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisab	le and	7. Title and A	Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date		Underlying S	Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Am
						Date Exercisable	Expiration Date	Title	or Nun of
				Code V	(A) (D)				Sha
Stock								C	
Appreciation Right	\$ 87.86	05/03/2013		A(4)	2,623	05/03/2014(4)	06/03/2023	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

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

05/06/2013

**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).
- (1) Grant of Restricted Common Stock, pursuant to the 2011 Ashland Inc. Incentive Plan as approved by the shareholders and exempt pursuant to Rule 16b-3. All of the 1,707 shares included in this grant will vest on May 3, 2016.
- (2) Based on Employee Savings Plan information as of May 1, 2013, the latest date for which such information is reasonably available.
- (3) Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of May 1, 2013.
- (4) Stock Appreciation Right granted pursuant to the 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.

Reporting Owners 2