FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSE

l	OMB APPI	ROVAL
	OMB Number:	3235-0287
	Estimated average b	urden

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*						2. Issuer Name <b>and</b> Ticker or Trading Symbol ASHLAND INC [ ASH ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
																X Direc	tor		10% O	wner	
(Last)	`	rst) (	Middle) ERNATIO	ONAL		3. Date of Earliest Transaction (Month/Day/Year) 06/15/2004										Offic below	er (give title v)		Other ( below)	specify	
400 EAST VAN BUREN STREET, SUITE 300					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) PHOENI	X A	Z 8	35004													X Forn	i filed by On		•		
(City)	(Si	ate) (	(Zip)													Pers			·		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				Execution Date		9, │	3. Transac Code (Ir 8)		n Disposed Of (D)		ties Acquired (A) or Of (D) (Instr. 3, 4 a		d Securi Benefi Owned	cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
										Code	v	Amoun	(A) or (D)		Price	Transa	Reported Transaction(s) (Instr. 3 and 4)			(11150.1.4)	
Common Stock															:	2,000		D			
Restricted Stock										1,000 <sup>(1)</sup> D											
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Conversion Security Or Exercise (Month/Day/Year) Garage 3. Transaction Date Execution Date, if any		ransaction Code (Instr.		5. Number of		6. Date Exercisab Expiration Date (Month/Day/Year)			ole and	7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		ecurity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exe	e ercisable	Ex Da	piration te	Title	0 0	Amount or Number of Shares						
Common Stock Units	\$0 <sup>(2)</sup>	06/15/2004			J <sup>(3)</sup>		104			(3)		(3)	Comm Stock		104	\$0	23,824		D		

## **Explanation of Responses:**

- 1. Represents shares of Restricted Common Stock acquired pursuant to Ashland's stock incentive plans as approved by the shareholders and exempt pursuant to Rule 16b-3.
- 2. Converts to common stock on a one-for-one basis.
- 3. Common Stock Units acquired pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors as of 6-15-04, payable in cash or stock upon termination of service and exempt under Rule 16b-3. (One (1) Common Stock Unit in the Deferred Compensation Plan for Non-Employee Directors is the equivalent of one (1) share of Ashland Common Stock)

06/17/2004 M. Craig Hall

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.