FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <sup>*</sup> FERNANDEZ-MORENO LUIS M		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner
(Last) (First) (Middle) 8145 BLAZER DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2017	X Officer (give title Other (specify below)  Senior Vice President
(Street) WILMINGTON DE 19808	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person
(City) (State) (Zip)		FCISUII

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Transaction **Execution Date** Securities Form: Direct Indirect Beneficially Owned Following (Month/Day/Year) Code (Instr. (D) or Indirect Beneficial (Month/Day/Year) 8) (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code Amount Price Common Stock 02/22/2017 M 2,875 A \$69.15 48,865(1) D Common Stock **F**(2) 2,051 \$123.85 63,226(1) D 02/22/2017 D Common Stock 02/22/2017 M 6,500 A \$89.69 55,365(1) D F<sup>(3)</sup> Common Stock 02/22/2017 5.317 D \$123.85 57,909(1) D 4.912 60,277(1) D Common Stock 02/22/2017 Α \$112.91 M **c**(4) Common Stock 02/22/2017 4,627 D \$123.85 53,282(1) D Common Stock 02/22/2017 M 5,000 A \$111.89 65,277(1) D F<sup>(5)</sup> \$123.85 48,599(1) Common Stock 02/22/2017 4,683 D D 02/22/2017 2,609 D \$123.85 45,990(1) D Common Stock S

## 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. Transa Code ( 8)		of		Expiration Date (Month/Day/Year) Securities Acquired A) or Disposed of (D) Instr. 3, 4		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$69.15	02/22/2017		M <sup>(6)</sup>			2,875	11/26/2013	12/26/2022	Common Stock	2,875	\$0	0	D	
Stock Appreciation Right	\$89.69	02/22/2017		<b>M</b> <sup>(7)</sup>			6,500	11/13/2014	12/13/2023	Common Stock	6,500	\$0	0	D	
Stock Appreciation Right	\$112.91	02/22/2017		M <sup>(8)</sup>			4,912	11/12/2015	12/12/2024	Common Stock	4,912	\$0	1,638	D	
Stock Appreciation Right	\$111.89	02/22/2017		M <sup>(9)</sup>			5,000	11/18/2016	12/18/2025	Common Stock	5,000	\$0	5,000	D	

## **Explanation of Responses:**

- 1. Includes 29,418 shares of unvested Restricted Stock.
- 2. Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 6 below.
- 3. Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 7 below.
- 4. Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 8 below.
- 5. Payment of exercise price and tax liability by withholding securities incident to the exercise of Stock Appreciation Rights referenced in footnote 9 below.
- 6. Stock Appreciation Right granted pursuant to Ashland's incentive plan which vests in three annual installments: 50% after the first year, the next 25% the second year and the remaining 25% the third year.
- 7. Stock Appreciation Right granted pursuant to Ashland's incentive plan which vests in three annual installments: 50% after the first year, the next 25% the second year and the remaining 25% the third year.
- 8. Stock Appreciation Right granted pursuant to Ashland's incentive plan which vests in three annual installments: 50% after the first year, the next 25% the second year and the remaining 25% the third year.
- 9. Stock Appreciation Right granted pursuant to Ashland's incentive plan which vests in three annual installments: 50% after the first year, the next 25% the second year and the remaining 25% the third year.

in-Fact

\*\* 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.