FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Vashington, | D.C. | 20549 |  |
|-------------|------|-------|--|
|-------------|------|-------|--|

| STATEMENT | OF CHANGE | ES IN BENEFICIA | L OWNERSHIP |
|-----------|-----------|-----------------|-------------|
|           |           |                 |             |

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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*  QUIN J MARVIN |   |  |   | 2. Issuer Name and Ticker or Trading Symbol ASHLAND INC [ ASH ] |   |  |       |  |                                    |          |   | (Che   | eck all applica                        | tionship of Reporting<br>all applicable)<br>Director |   | 10% Ov                                | ner  |  |
|---|---|--|---|---|---|--|-------|--|------------------------------------|----------|---|--|--|--|---|---------------------------------------|--|--|
| (Last)<br>50 E. RI                                      | •   | irst)<br>ER BOULEVAE                       | (Middle)  |   | 3. Date of Earliest Transaction (Month/Day/Year) 09/18/2003 |  |       |  |                                    |          |   | Officer (give title Other (specify below)  Chief Financial Officer |  |  |   | респу                                 |  |  |
| (Street)  |   | Y  | 41012-0391  |   | 4. If Amendment, Date of Origin                             |  |       |  | of Original Filed (Month/Day/Year) |          |   |  | Line                                   | )<br><mark>X</mark> Form fil                         | dual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person |                                       |  |  |
| (City)  | (5  | State)                                     | (Zip)   | Dorivet   | ii to Ci  |  |       |  | iirad I                            | Diar     | acced of  | or Bon   | oficially                              | , Owned  |   |                                       |  |  |
| 1. Title of Security (Instr. 3)                         |   | 2. Transact<br>Date<br>(Month/Day          | Execution Date  |   | te,   | 3.   | ction | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4 |                                    | I (A) or | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported                   |  | Form                                   | Direct Indirect Istr. 4)                             | 7. Nature of Indirect Beneficial Ownership  |                                       |  |  |
|   |   |  |   |   |   |  |       | Ī  | Code                               | v        | Amount  | (A) or<br>(D)  | Price                                  | Transaction (Instr. 3 and                            |   |                                       |  | (Instr. 4)                               |
| Common Stock  |   |  |   |   |   |  |       |  |                                    |          |   | 22,0   | 22,639 D                               |  | D   |                                       |  |  |
| Common Stock  |   |  |   |   |   |  |       |  |                                    |          |   |  | 7,03                                   | 32 <sup>(1)</sup>                                    |   | I                                     | LESOP  |  |
| Common Stock  |   |  |   |   |   |  |       |  |                                    |          |   |  | 2,26                                   | 58 <sup>(2)</sup>                                    |   | Ι .                                   | 401(K)   |  |
|   |   |  | Table II - I<br>(   |   |   |  |       |  |                                    |          | sed of, o   |  |  | Owned  |   |                                       |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code  | saction<br>(Instr.  | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D) (Instr.<br>3, 4 and 5) |       | 6. Date Exercisabl<br>Expiration Date<br>(Month/Day/Year)  |                                    |          | e and 7. Title and Am<br>of Securities<br>Underlying<br>Derivative Seci<br>(Instr. 3 and 4) |  | ies<br>g<br>Security                   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Number<br>derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4)              | ve<br>es<br>ally<br>g<br>d<br>tion(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>tt (Instr. 4) |
|   |   |  |   | Code  | v   | (A)  | (D)   | Date<br>Exe  | e<br>rcisable                      |          | xpiration<br>ate  | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |   |                                       |  |  |
| Stock<br>Options<br>(Right to                           | \$34  | 09/18/2003                                 |   | A <sup>(3)</sup>  |   | 20,000   |       | 09/1   | 19/2004 <sup>(4</sup>              | 10       | 0/18/2013 <sup>(4)</sup>  | Common<br>Stock  | 20,000                                 | \$0  | 20,00   | 00                                    | D  |  |

## **Explanation of Responses:**

buy)

- 1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 8-31-03.
- 2. Based on Employee Savings Plan information as of 9-18-03, the latest date for which such information is reasonably available.
- 3. Grant of employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended and Restated Incentive Plan.
- 4. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended and Restated 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. The employee stock option includes a tax withholding feature pursuant to the plan.

M. Craig Hall

09/22/2003

\*\* Signature of Reporting Person

Date

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

- \* 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.