## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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(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

1. Name and Address of Reporting Person* <u>HAUSRATH DAVID L</u>					er Name <b>and</b> Ticker LAND INC [			ymbol		ationship of Reporting call applicable) Director	10% C	10% Owner		
(Last) 50 E. RIVERCE	(First) NTER BOUL	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2005							Officer (give title Other (specify below)  Senior Vice President			
(Street)	KY	41012-039	91	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv Line)	ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person			
(City)	(State)	(Zip)								Form filed by More than One Reporting Person				
		Table I - No	n-Deriva	ative S	ecurities Acq	uired,	, Dis	posed of, o	or Ben	eficially	Owned			
		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			06/01/	2005		M		16,875	A	\$28.13	19,315	D		
Common Stock 06/03		06/01/	2005		M		6,000	A	\$36.625	25,315	D			
Common Stock 06/01			06/01/	2005		M		3,570	A	\$36.625	28,885	D		
Common Stock 06/01			06/01/	2005		S		16,875	D	\$68.609	12,010	D		
Common Stock 06/01			06/01/	2005		S	4,210 D \$6		\$68.874	7,800	D			
Common Stock 06/0			06/01/	2005		F		2,440	D	\$68.91	5,360	D		
Common Stock			06/02/	2005		M		14,000	A	\$36.625	19,360	D		
Common Stock			06/02/	2005		S		14,000	D	\$68.6	5,360	D		
Common Stock											1,655(1)	I	401 (K)	
Common Stock											3,288(2)	I	LESOP	
Restricted Stock											20,000(3)	D		
		Table II -			curities Acqui Ils, warrants,						wned			

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)		5. Num Deriva Securi Acquir or Disp of (D) ( 4 and !	tive ties red (A) posed (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	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		(Instr. 4)		
Stock Options (Right to buy)	\$28.13	06/01/2005		M <sup>(4)</sup>			16,875	09/19/2003	10/19/2012	Common Stock	16,875	\$0	5,625	D	
Stock Options (Right to buy)	\$36.625	06/01/2005		M <sup>(5)</sup>			6,000	09/16/2000	10/16/2009	Common Stock	6,000	\$0	27,094	D	
Stock Options (Right to buy)	\$36.625	06/01/2005		M <sup>(5)</sup>			3,570	09/16/2000	10/16/2009	Common Stock	3,570	\$0	23,524	D	
Stock Options (Right to buy)	\$36.625	06/02/2005		M <sup>(5)</sup>			14,000	09/16/2000	10/16/2009	Common Stock	14,000	\$0	9,524	D	
Stock Options (Right to buy)	\$68.91	06/01/2005		A <sup>(6)</sup>	V	2,440		06/01/2005	10/16/2009	Common Stock	2,440	\$0	2,440	D	

## **Explanation of Responses:**

- 1. Based on Employee Savings Plan information as of 5-31-05, the latest date for which such information is reasonably available.
- $2.\ Shares\ accrued\ under\ Ashland's\ Leveraged\ Employee\ Stock\ Ownership\ Plan\ as\ of\ 5-31-05.$
- 3. 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.

- 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.
- 5. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1997 Stock 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.

6. 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

David L. Hausrath, Attorney-in-06/03/2005

**Fact** 

\*\* 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.

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