Edgar Filing: SCHAEFER GEORGE A JR - Form 4

SCHAEFEI	R GEORGE A JR										
Form 4											
February 02	2, 2009										
FORM	Λ4						PPROVAL				
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						OMB Number:	3235-0287				
Check t						Expires:	January 31,				
if no lor subject		MENT OF CHA	ANGES IN	BENEFICIAL O	WNERSHIP OF	Estimated	2005 average				
Section			RITIES		burden hou						
Form 4						response	•				
Form 5	-			he Securities Excha	•						
obligations may continue. See InstructionSection 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)										
	Address of Reporting R GEORGE A JR			d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
		ASH	LAND INC	C. [ASH]							
(Last)	(First) (I	Middle) 3. Dat	e of Earliest T	ransaction	(Cneo	ск ан аррисаы	e)				
	. , .		h/Day/Year)		X_ Director10% Owner						
851 DELAWARE RIDGE LANE			0/2009		Officer (give titleOther (specify below)						
(Street)			mendment, D	ate Original	6. Individual or Joint/Group Filing(Check						
		Filed	Month/Day/Yea	ar)	Applicable Line)						
CINCINN	ATI, OH 45226				_X_ Form filed by Form filed by I Person						
(City)	(State)	(Zip) T	able I - Non-	Derivative Securities	Acquired, Disposed o	of, or Beneficia	lly Owned				
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	Execution Date, in		onAcquired (A) or		Form: Direct	Indirect				
(Instr. 3)		any (Month/Day/Year	Code) (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		(D) or Indirect (I)	Beneficial Ownership				
		(Wondin Day) Tear) (IIIsu. 8)	(IIISU: 5, 4 and 5)		Instr. 4)	(Instr. 4)				
				(A)	Reported						
				or	Transaction(s)						
			Code V	Amount (D) Price	(Instr. 3 and 4)						
Reminder: Re	port on a separate line	e for each class of s	ecurities bene	ficially owned directly	or indirectly.						
				information cor required to resp	espond to the collect ntained in this form bond unless the for ently valid OMB cor	are not m	SEC 1474 (9-02)				

 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 of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(In

number.

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/29/2009	А		12,121		(2)	(2)	Common Stock	12,121	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHAEFER GEORGE A JR 851 DELAWARE RIDGE LANE CINCINNATI, OH 45226	Х						
Signatures							
/s/David B. Mattingly, Attorney-in-Fact		02/02/2009					
**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) Each Restricted Stock Unit represents a right to receive one (1) share of Ashland Common Stock.

Grant of deferred Restricted Stock Units pursuant to Ashland's Deferred Compensation Plan for Non-Employee Directors, and exempt
 under Rule 16b-3. The Restricted Stock Units will vest one year after date of grant. (One (1) Restricted Stock Unit in the Deferred Compensation Plan for Non-Employee Directors is the equivalent of one (1) share of Ashland Common Stock.)

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.