#### Edgar Filing: MITCHELL SAMUEL J - Form 4

MITCHELL	SAMUEL J											
Form 4												
January 30, 2												
FORM	<b>4</b> UNITE	D STATES						NGE (	COMMISSION		9PROVAL 3235-0287	
Check this box if no longer subject to STATEMENT OF CHANC				hington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility H	oldi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	·	0.0	
(Print or Type F	Responses)											
MITCHELL SAMUEL J Symbol				Name <b>and</b> Ticker or Trading ND INC. [ASH]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/Da 3499 BLAZER PARKWAY 01/28/20 (Street) 4. If Amen				ate of Earliest Transaction nth/Day/Year) 28/2009					Director 10% Owner X Officer (give title 0ther (specify below) below) Vice President			
				endment, Date Original onth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
LEXINGTO	ON, KY 40509								Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	1-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any		Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) o l of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/28/2009			A <u>(1)</u>		1,248	А	\$0	1,464	D		

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

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 control number.

 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)	4. Transact Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MITCHELL SAMUEL J 3499 BLAZER PARKWAY LEXINGTON, KY 40509			Vice President					
Signatures								
/s/David B. Mattingly, Attorney-in-Fact		01/30/2	009					
**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) Ashland Common Stock acquired pursuant to Ashland's 2006 Ashland Inc. Incentive Plan and exempt under Rule 16b-3(d).

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. rder: none" align="center" valign="top"> 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) Vest 25% per year for four years from grant date.
- (2) Each restricted stock unit represents the right to receive one share of Cullen/Frost common stock.
- (3) Generally vest after four years from grant date.

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