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ASHLAND INC  
Form 425  
June 28, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 28, 2005

ASHLAND INC.

(Exact name of registrant as specified in its charter)

Kentucky

(State or other jurisdiction of incorporation)

1-2918  
(Commission File Number)

61-0122250  
(I.R.S. Employer  
Identification No.)

50 E. RiverCenter Boulevard, Covington, Kentucky  
(Address of principal executive offices)

41012-0391  
(Zip Code)

P.O. Box 391, Covington, Kentucky  
(Mailing Address)

41012-0391  
(Zip Code)

Registrant's telephone number, including area code (859) 815-3333

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 2230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

Ashland Inc. ("Ashland") announced today the reference yields and total purchase prices in respect of each of its notes (having the CUSIP Nos. specified in the table attached): 6.625% Senior Notes, 8.80% Debentures, 9.35% Series B Medium-Term Notes, 9.20% Series D Medium-Term Notes, Series E Medium-Term Notes, Series F Medium-Term Notes, Series G

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Medium-Term Notes, 6.86% Series H Medium-Term Notes and 7.83% Series J Medium-Term Notes (collectively, the "Notes"), in each case determined as of 2 p.m., New York time, on June 27, 2005, in the manner described in Ashland's Offer to Purchase and Consent Solicitation Statement dated June 1, 2005 (the "Offer to Purchase"). Each of the Total Purchase Prices includes the consent payment equal to \$20 for each \$1,000 of principal of the Notes validly tendered at or prior to the applicable consent payment deadline and accepted for payment pursuant to the applicable tender offer as described in the Offer to Purchase. The purchase price for Notes validly tendered after the applicable consent payment deadline will be the applicable Total Purchase Price described in the attached press release, less \$20 for each \$1,000 of principal of such Notes. Details of the reference yields and Total Purchase Prices of the Notes, including the CUSIP Nos., are included in the attached press release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In addition to the applicable Total Purchase Price, Ashland will pay accrued and unpaid interest on tendered and accepted Notes up to, but not including, the applicable settlement date in accordance with the terms and subject to the conditions for the Offer to Purchase.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ASHLAND INC.

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(Registrant)

Date: June \_\_\_\_, 2005

/s/ J. Marvin Quin

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Name: J. Marvin Quin  
Title: Senior Vice President,  
Chief Financial Officer

EXHIBIT INDEX

99.1 Press Release dated June 28, 2005