

HERCULES INC
Form 4
November 17, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY ROBERT D

(Last) (First) (Middle)

1313 N. MARKET ST.

(Street)

WILMINGTON, DE 19894

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HERCULES INC [HPC]

3. Date of Earliest Transaction
(Month/Day/Year)

11/13/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/13/2008		D		34,455	D	<u>(1)</u>	24,652	D
Common Stock	11/13/2008		D		596	D	\$ 0	24,056	D
Common Stock (RSUs)	11/13/2008		D		24,056	D	\$ 20.55	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 8.52	11/13/2008		D	3,000	11/05/2002 11/05/2011	Common Stock	3,000
Stock Options	\$ 9.49	11/13/2008		D	3,000	11/05/2003 11/05/2012	Common Stock	3,000
Common Stock	\$ 10.09	11/13/2008		D	3,000	11/04/2004 11/04/2013	Common Stock	3,000
Stock Options	\$ 14.25	11/13/2008		D	3,000	11/14/2005 11/12/2014	Common Stock	3,000
Stock Options	\$ 10.82	11/13/2008		D	3,000	11/07/2006 11/07/2015	Common Stock	3,000
Stock Options	\$ 17.81	11/13/2008		D	3,000	10/26/2007 10/26/2016	Common Stock	3,000
Stock Options	\$ 19.45	11/13/2008		D	3,000	10/29/2008 10/30/2017	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENNEDY ROBERT D 1313 N. MARKET ST. WILMINGTON, DE 19894	X

Signatures

/s/ Israel J. FLoyd, Acting as Attorney in Fact for Robert D.
Kennedy

11/17/2008

__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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 10, 2008, among Ashland Inc. ("Ashland"), Ashland Sub One, Inc. and Hercules Incorporated ("Hercules") in exchange for \$18.60 in cash per share of Hercules common stock, 0.0930 of a share of Ashland common stock, having a market value of \$1.6647 per share on the effective date of the merger, per share of Hercules common stock and cash in lieu of fractional shares 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.

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