

HERCULES INC  
Form 4  
November 17, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WULFF JOHN K

(Last) (First) (Middle)

HERCULES PLAZA, 1313 N. MARKET STREET

(Street)

WILMINGTON, DE 19894-0001

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/13/2008		D	50,951	D 11 34,430	D	
Common Stock (RSUs)	11/13/2008		D	34,430	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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SEC 1474 (9-02)

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**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
Stock Options	\$ 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

WULFF JOHN K  
HERCULES PLAZA  
1313 N. MARKET STREET  
WILMINGTON, DE 19894-0001

X

## Signatures

/s/ Israel J. Floyd, Acting as Attorney in Fact for John K.

Wulff

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.

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- (2) This option was assumed by Ashland in the merger and replaced with an option to purchase 2,946 shares of Ashland common stock for \$10.28 per share.
- (3) This option was assumed by Ashland in the merger and replaced with an option to purchase 2,946 shares of Ashland common stock for \$14.51 per share.
- (4) This option was assumed by Ashland in the merger and replaced with an option to purchase 2,946 shares of Ashland common stock for \$11.02 per share.
- (5) This option was assumed by Ashland in the merger and replaced with an option to purchase 2,946 shares of Ashland common stock for \$18.14 per share.
- (6) This option was assumed by Ashland in the merger and replaced with an option to purchase 2,946 shares of Ashland common stock for \$19.81 per share.

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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