

ROGERSON CRAIG A  
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 \*  
ROGERSON CRAIG A

(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)

Chief Executive Officer

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                              | 329,792   | D 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount of Number of Shares |
| Stock Option                               | \$ 17.1875   | 11/13/2008                           |  | D                              |   | 05/15/2003   | 05/17/2010  | Common Stock | 35,500                     |
| Stock Option                               | \$ 17.1875   | 11/13/2008                           |  | D                              |   | 05/15/2003   | 05/17/2010  | Common Stock | 10,000                     |
| Stock Option                               | \$ 11.28   | 11/13/2008                           |  | D                              |   | 08/23/2004   | 08/23/2011  | Common Stock | 35,500                     |
| Stock Option                               | \$ 11.91   | 11/13/2008                           |  | D                              |   | 05/09/2005   | 05/09/2012  | Common Stock | 50,000                     |
| Stock Option                               | \$ 14.45   | 11/13/2008                           |  | D                              |   | 02/18/2008   | 02/18/2015  | Common Stock | 197,229                    |
| Stock Option                               | \$ 12.22   | 11/13/2008                           |  | D                              |   | 11/13/2008   | 02/16/2016  | Common Stock | 282,324                    |
| Stock Option                               | \$ 21.04   | 11/13/2008                           |  | D                              |   | 11/13/2008   | 02/21/2017  | Common Stock | 191,303                    |
| Stock Option                               | \$ 18.21   | 11/13/2008                           |  | D                              |   | 11/13/2008   | 02/21/2018  | Common Stock | 221,032                    |
| Stock Option                               | \$ 18.21   | 11/13/2008                           |  | D                              |   | 11/13/2008   | 02/21/2018  | Common Stock | 38,437                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ROGERSON CRAIG A<br>HERCULES PLAZA<br>1313 N. MARKET STREET<br>WILMINGTON, DE 19894-0001 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Israel J. Floyd, Acting as Attorney in Fact for Craig A. Rogerson 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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