

KERRISON DENNIS GRAHAM JOHN
 Form 4
 February 22, 2005

FORM 4

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

OMB APPROVAL

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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 *
KERRISON DENNIS GRAHAM JOHN

(Last) (First) (Middle)

APARTMENT 7 CONSORT HOUSE, 45/46 QUEEN'S GATE

(Street)

LONDON SW7 5HR

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OCTEL CORP [OTL]

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2005

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)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	02/18/2005	02/18/2005	M	82,513 A \$ 7.8125	172,096	D	
COMMON STOCK	02/18/2005	02/18/2005	S	33,500 D \$ 19.011	138,596	D	

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

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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
OPTION	\$ 7.8125	02/18/2005	02/18/2005	M	55,009	01/01/2004	05/10/2010	COMMON STOCK
OPTION	\$ 7.8125	02/18/2005	02/18/2005	M	27,504	05/11/2003	05/10/2010	COMMON STOCK
OPTION	\$ 19.77	02/18/2005	02/18/2005	A	6,680	02/18/2008	02/18/2015	COMMON STOCK
OPTION	\$ 0	02/18/2005	02/18/2005	A	25,000	02/18/2008	02/18/2015	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KERRISON DENNIS GRAHAM JOHN
APARTMENT 7 CONSORT HOUSE
45/46 QUEEN'S GATE
LONDON SW7 5HR

X

Signatures

bannisterj@octel-corp.com

02/21/2005

__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).

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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