

Hartley Andrew  
Form 4  
March 07, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
Hartley Andrew

(Last) (First) (Middle)  
8375 SOUTH WILLOW STREET  
(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INNOSPEC INC. [IOSP]

3. Date of Earliest Transaction (Month/Day/Year)  
03/06/2012

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)  
VP & General Counsel

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)
				(A) or (D)	Price		
Common Stock	02/29/2012	02/29/2012	M	28 <sup>(1)</sup>	A \$ 27.085	9,275	D
Common Stock	02/29/2012	02/29/2012	M	2	A \$ 4.62	9,277	D
Common Stock	02/29/2012	02/29/2012	M	57 <sup>(2)</sup>	A \$ 27.085	9,334	D
Common Stock	02/29/2012	02/29/2012	M	1,171 <sup>(3)</sup>	A \$ 4.62	10,505	D
Common Stock	02/29/2012	02/29/2012	M	558 <sup>(4)</sup>	A \$ 10	11,063	D

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Common Stock    02/29/2012    02/29/2012    M    3,793<sup>(5)</sup>    A    \$ 0    14,856    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)

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)	Title	
Stock Options	\$ 27.085	02/29/2012	02/29/2012	M		246		Common Stock	246
Stock Options	\$ 4.62	02/29/2012	02/29/2012	M		2		Common Stock	2
Stock Options	\$ 27.085	02/29/2012	02/29/2012	M		1,022		Common Stock	1,022
Stock Options	\$ 4.62	02/29/2012	02/29/2012	M		2,874		Common Stock	2,874
Stock Options	\$ 10.38	02/29/2012	02/29/2012	M		1,758		Common Stock	1,758
Stock Options	\$ 0	02/29/2012	02/29/2012	M		7,908		Common Stock	7,908

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Hartley Andrew  
8375 SOUTH WILLOW STREET  
LITTLETON, CO 80124

VP & General Counsel

## Signatures

Nicola Earl

03/07/2012

\*\*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).
  - Pursuant to Clause 17 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 218 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
  - (1) Pursuant to Clause 17 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 218 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
  - (2) Pursuant to Clause 17 of the Rules of the Innospec Inc Company Stock Option Plan A, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 965 shares to enable him to pay the acquisition price in respect of the exercise of options.
  - Pursuant to Clause 17 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 1,703 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.
  - (3) Pursuant to Clause 17 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 1,703 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.
  - (4) Pursuant to Clause 17 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 1,200 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.
  - Pursuant to Clause 12 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 4,115 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.
  - (5) Pursuant to Clause 12 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley in lieu of the transfer of the remaining 4,115 shares to enable him to pay the acquisition price and UK withholding tax obligations in respect of the exercise of options.

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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