Williams Patrick Form 4 February 23, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Williams Patrick

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) INNOSPEC INC. [IOSP]

(Check all applicable)

INNOSPEC MANUFACTURING

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

Other (specify X_ Officer (give title below)

Director

Exec VP & President, Fuel Spec

PARK, OIL SITES ROAD. **ELLESMERE PORT**

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

02/23/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

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

CHESHIRE, X0 CH65 4EY

(City)

		Tuble 1 Troit Bettvative Securities Required, Disposed 61, 61 Beneficiary 6 when							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/18/2011	02/18/2011	P(1)	4,780	A	\$ 27.355 (2)	54,695	D	
Common Stock	02/18/2011	02/18/2011	P(3)	2,465	A	\$ 27.355 (4)	57,160	D	

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transaction		onNumber Expiration Date		Amour	nt of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Williams Patrick INNOSPEC MANUFACTURING PARK OIL SITES ROAD, ELLESMERE PORT CHESHIRE, X0 CH65 4EY

Exec VP & President, Fuel Spec

Signatures

Nicola Earl 02/23/2011

**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) Co-Investment
- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions ranged from (2) \$26.9500 to \$27.5500. Upon request by the SEC, the Issuer, or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were affected.
- (3) Special Bonus
- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions ranged from (4) \$26.500 to \$27.5500. Upon request by the SEC, the Issuer, or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were affected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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