

Hartley Andrew
Form 4
March 07, 2012

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 *
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 ⁽¹⁾	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 ⁽²⁾	A \$ 27.085	9,334	D
Common Stock	02/29/2012	02/29/2012	M	1,171 ⁽³⁾	A \$ 4.62	10,505	D
Common Stock	02/29/2012	02/29/2012	M	558 ⁽⁴⁾	A \$ 10	11,063	D

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Common Stock 02/29/2012 02/29/2012 M 3,793⁽⁵⁾ 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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(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	Amount or Number of Shares
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).

(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.

(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.

(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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