

Cleminson Ian
Form 4
February 21, 2013

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 *
Cleminson Ian

(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)
02/21/2013

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)
Exec VP & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/19/2013 | | M | | 10,000 A \$ 0 | D | |
| Common Stock | 02/19/2013 | | F | | 5,200 (1) D \$ 40.99 | D | |
| Common Stock | 02/19/2013 | | S | | 12,291 D \$ 41.29 (2) | D | |
| Common Stock | 02/19/2013 | | S | | 3,213 D \$ 41.29 (3) | D | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (PRSOP) | \$ 0 | 02/19/2013 | | M | 10,000 | 09/01/2012 09/01/2019 | Common Stock 10,000 |
| Stock Option (PRSOP) | \$ 0 | 02/19/2013 | | M | 12,291 | 02/17/2013 02/17/2020 | Common Stock 12,291 |
| Stock Option (CSOP B) | \$ 10.38 | 02/19/2013 | | M | 3,213 | 02/17/2013 02/17/2020 | Common Stock 3,213 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cleminson Ian 8375 SOUTH WILLOW STREET LITTLETON, CO 80124 | | | Exec VP & CFO | |

Signatures

Nicola Earl 02/21/2013
 **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).

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- (1) Shares of Common Stock withheld to pay tax liability.

The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$41.10 and \$41.48 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

- (2) The shares of Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$41.10 and \$41.48 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

- (3) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

- (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

- (5) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

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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