**BRACEWELL Mark** 

Form 4 May 24, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRACEWELL Mark** Issuer Symbol INNOSPEC INC. [IOSP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title \_\_X\_ Other (specify 8375 SOUTH WILLOW STREET 05/24/2012 below) below) Group Financial Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

### LITTLETON, CO 80124

(State)

(7:m)

(City)

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ties Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
				(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/24/2012	05/24/2012	M	300 (1)	A	\$0	1,760	D	
Common Stock	05/24/2012	05/24/2012	M	1,225 (2)	D	\$0	3,015	D	
Common Stock	05/24/2012	05/24/2012	M	634 (3)	D	\$0	3,649	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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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 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. Transactic Code (Instr. 8)	5. Number of Derivation Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	we Expiration Da (Month/Day/	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 Options	\$ 0	05/24/2012	05/24/2012	M	625	02/20/2011	02/20/2018	Common Stock	625	
Stock Options	\$ 0	05/24/2012	05/24/2012	M	2,61	6 03/24/2012	03/24/2019	Common Stock	2,616	
Stock Options	\$ 0	05/24/2012	05/24/2012	M	1,32	0 02/13/2011	02/03/2016	Common Stock	1,320	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRACEWELL Mark 8375 SOUTH WILLOW STREET LITTLETON, CO 80124

**Group Financial Controller** 

## **Signatures**

Nicola Earl 05/24/2012

\*\*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 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the
  (1) Reporting Person in lieu of the transfer of the remaining 325 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
- Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the Reporting Person in lieu of the transfer of the remaining 1361 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.

**(3)** 

Reporting Owners 2

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Pursuant to Clause 12 of the rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to the Reporting Person in lieu of the transfer of the remaining 686 shares to enable him to pay 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. 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.