

Williams Patrick
Form 4
March 02, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Patrick

(Last) (First) (Middle)

INNOSPEC MANUFACTURING
PARK, OIL SITES ROAD,
ELLESMERE PORT

(Street)

CHESHIRE, X0 CH65 4EY

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INNOSPEC INC. [IOSP]

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

03/02/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec VP & President, Fuel Spec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	03/01/2011	03/01/2011	M	2,000	A \$ 0 59,160	D	
Common Stock	03/01/2011	03/01/2011	M	9,796 (1)	A \$ 0 68,956	D	
Common Stock	03/01/2011		M	3,767 (2) (3)	A \$ 0 72,723	D	
Common Stock	03/02/2011	03/02/2011	M	18,600 (4)	A \$ 0 91,323	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 0	03/01/2011	03/01/2011	M	2,000	03/01/2011 03/01/2018	Common stock 2,000
Stock Options	\$ 0	03/01/2011	03/01/2011	M	15,800	02/13/2011 02/13/2016	Common Stock 15,800
Stock Options	\$ 0	03/01/2011	03/01/2011	M	24,303	02/20/2011 02/20/2018	Common Stock 24,303
Stock Options	\$ 0	03/02/2011	03/02/2011	M	30,000	03/02/2011 03/02/2017	Common Stock 30,000

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 03/02/2011

__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) Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Patrick Williams in lieu of the transfer of the remaining 6004 shares to enable him to pay UK withholding tax obligations in respect of the

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exercise of options.

- (2) 25% of 24303 vested = 6076

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Patrick

- (3) Williams in lieu of the transfer of the remaining 2309 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 Patrick

- (4) Williams in lieu of the transfer of the remaining 11400 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.

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