Hartley Andrew Form 4/A March 16, 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

### 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hartley Andrew Symbol INNOSPEC INC. [IOSP] (Last) (First) (Middle) 3. Date of Earliest Transaction

INNOSPEC MANUFACTURING PARK, OIL SITES ROAD.

CHESHIRE, X0 CH65 4EY

**ELLESMERE PORT** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 03/07/2011

(Month/Day/Year)

03/16/2011

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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Estimated average

burden hours per

Director 10% Owner X\_ Officer (give title Other (specify below) VP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(City)	(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Commen			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/04/2011	03/04/2011	M	98 (1)	A	\$0	7,376	D	
Common Stock	03/04/2011	03/04/2011	M	2,607 (2)	A	\$ 0	9,983	D	
Common Stock	03/04/2011	03/04/2011	M	648 <u>(3)</u> <u>(4)</u>	A	\$ 0	10,631	D	
Common Stock	03/04/2011	03/04/2011	M	1,100 (5)	A	\$ 20.23	11,731	D	
Common Stock	03/04/2011	03/04/2011	M	109 (6)	A	\$ 20.23	11,840	D	

#### Edgar Filing: Hartley Andrew - Form 4/A

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

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SEC 1474 (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 proof 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. D Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 0	03/04/2011	03/04/2011	M	200	03/12/2010	03/12/2017	Common Stock	200	
Stock Options	\$ 0	03/04/2011	03/04/2011	M	5,320	02/13/2011	02/13/2016	Common Stock	5,320	
Stock Options	\$ 0	03/04/2011	03/04/2011	M	5,289	02/20/2011	02/20/2018	Common Stock	5,289	
Stock Options	\$ 9.965	03/04/2011	03/04/2011	M	1,780	02/13/2009	02/13/2016	Common Stock	890	
Stock Options	\$ 20.23	03/04/2011	03/04/2011	M	989	02/20/2011	02/20/2018	Common Stock	989	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hartley Andrew INNOSPEC MANUFACTURING PARK OIL SITES ROAD, ELLESMERE PORT CHESHIRE, X0 CH65 4EY

VP & General Counsel

## **Signatures**

Nicola Earl 03/16/2011

\*\*Signature of Reporting Person Date

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### **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 Andrew (1) Hartley in lieu of the transfer of the remaining 102 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 Andrew (2) Hartley in lieu of the transfer of the remaining 2713 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
- (3) 25% of 5289 vested = 1323
- Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew (4) Hartley in lieu of the transfer of the remaining 675 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
- Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan A, a cash payment is being made to Andrew Hartley (5) in lieu of the transfer of the remaining 680 shares to enable him to pay UK withholding tax obligations in respect of the exercise of options.
- Pursuant to Clause 16 of the Rules of the Innospec Inc Company Stock Option Plan B, a cash payment is being made to Andrew Hartley

  (6) in lieu of the transfer of the remaining 880 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.