Farran William Form 4 April 02, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 4 or Form 5 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

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1(b).

(C:+-)

(Print or Type Responses)

(Ctata)

(7:n)

Name and Address of Reporting Person * Farran William	2. Issuer Name and Ticker or Trading Symbol Innophos Holdings, Inc. [IPHS]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
259 PROSPECT PLAINS ROAD	(Month/Day/Year) 03/29/2013	Director 10% Owner Steelow) Other (specify below) VP & General Counsel		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
CRANBURY, NJ 08512		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	_		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	03/29/2013		A	1,546 (1)	A	\$ 54.59	23,044	D	
Common Stock	03/30/2013		F	85 <u>(2)</u>	D	\$ 54.59	22,959	D	

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

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SEC 1474

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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
Option To Purchase Common Stock	\$ 54.59	03/29/2013		A	3,801	(3)	03/29/2023	Common Stock	3,801

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Farran William			VP &				
259 PROSPECT PLAINS ROAD			General				
CRANBURY, NJ 08512			Counsel				

Signatures

William Farran 04/02/2013

**Signature of 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).
- On March 29, 2013, these shares of restricted common stock were granted to the reporting person, to be held in escrow, subject to certain vesting and forfeiture provisions. The grant vests in three equal installments over a three year period beginning March 29, 2014. The second installment date is March 29, 2015, followed by the third installment date of March 29, 2016.
- (2) Represents the number of restricted shares granted in 2012 withheld for tax purposes.
- (3) The reporting person was granted options on March 29, 2013. Options vest in 3 equal annual installments beginning March 29, 2014.

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.

Reporting Owners 2