### Edgar Filing: Thurston Mark - Form 4

Thurston Ma Form 4	ırk										
April 02, 201	13										
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box						Expires:	January 31, 2005				
subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response 0.			
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17	(a) of the	Public U		ling Con	npany	y Act of	e Act of 1934, 1935 or Section 0	·		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Thurston Mark			2. Issuer Name <b>and</b> Ticker or Trading Symbol Innophos Holdings, Inc. [IPHS]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	(Check				k all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 03/29/2013					Director 10% Owner X Officer (give title Other (specify below) below) VP			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CRANBUR	Y, NJ 08512							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/29/2013			А	953 <u>(1)</u>	А	\$ 54.59	33,291	D		
Common Stock	03/30/2013			F	54 <u>(2)</u>	D	\$ 54.59	33,237	D		

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		f Derivative Expiration Date ecurities (Month/Day/Year) .cquired A) or bisposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				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	2,343	(3)	03/29/2023	Common Stock	2,343	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Thurston Mark 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512			VP			
Signatures						

James A. Testa, Attorney	04/02/2013
in Fact	04/02/2013

\*\*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).
- On March 29, 2013, these shares of restricted common stock were granted to the reporting person, to be held in escrow, subject to certain (1) 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.