

Innophos Holdings, Inc.
Form 4
April 17, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gress Randy

(Last) (First) (Middle)

259 PROSPECT PLAINS ROAD

(Street)

CRANBURY, NJ 08512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Innophos Holdings, Inc. [IPHS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(D)	Price
Common Stock	04/15/2015		S ⁽¹⁾		20,000	D	\$ 58.68 <u>(2)</u>
Common Stock	04/15/2015		M		193	D	\$ 15.2
Common Stock	04/15/2015		M		29,808	D	\$ 18.38

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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Common Stock	\$ 15.2	04/15/2015		M	193	<u>(3)</u>	10/21/2017	Common Stock	193
Option To Purchase Common Stock	\$ 18.38	04/15/2015		M	29,808	<u>(4)</u>	04/25/2018	Common Stock	29,808
Option To Purchase Common Stock	\$ 15.2	04/15/2015		F	67 <u>(5)</u>	<u>(3)</u>	10/21/2017	Common Stock	67
Option To Purchase Common Stock	\$ 18.38	04/15/2015		F	13,567 <u>(5)</u>	<u>(4)</u>	04/25/2018	Common Stock	13,567

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gress Randy 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512	X		CEO	

Signatures

Randolph Gress

04/17/2015

**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) Transaction(s) carried out by the reporting person pursuant to a plan established on June 13, 2014 under Rule 10b5-1 for the purpose, among others, of diversifying his investment portfolio, exercising options and paying taxes.
- (2) Shares of Common Stock were sold at a price ranging from a low of \$58.38 per share to a high of \$59.40.
- (3) The reporting person was granted 59,000 options on October 22, 2007, which options vested in three equal annual installments beginning on October 22, 2008.
- (4) The reporting person was granted 49,000 options on April 25, 2008, which options vest in three equal annual installments beginning on April 25, 2009.
- (5) Shares surrendered to issuer in connection with cashless 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.