

Hartley Andrew  
Form 4  
March 07, 2011

**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 \*  
Hartley Andrew

(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)  
03/07/2011

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)  
VP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	03/04/2011	03/04/2011	M	98 <sup>(1)</sup>	A \$ 0	7,376	D
Common Stock	03/04/2011	03/04/2011	M	2,607 <sup>(2)</sup>	A \$ 0	9,983	D
Common Stock	03/04/2011	03/04/2011	M	648 <sup>(3)</sup> <sup>(4)</sup>	A \$ 0	10,631	D
Common Stock	03/04/2011	03/04/2011	M	210 <sup>(5)</sup>	A \$ 20.23	10,841	D
Common Stock	03/04/2011	03/04/2011	M	109 <sup>(6)</sup>	A \$ 20.23	10,950	D

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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)	8.	
				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	\$ 20.23	03/04/2011	03/04/2011	M	890	02/20/2011 02/20/2018	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

### Relationships

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                      03/07/2011

\*\*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).

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

(1) Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew 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.

(2) 25% of 5289 vested = 1323

(3) Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Andrew 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.

(4) 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 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.

(5) 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 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.

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