

INNOSPEC INC.  
Form 4  
May 22, 2007

**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 \*  
**SHONE RICHARD TUDOR**

(Last) (First) (Middle)

**INNOSPEC MANUFACTURING  
PARK, OIL SITES ROAD,  
ELLESMERE PORT**

(Street)

**CHESHIRE CH65 4EY**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INNOSPEC INC. [IOSP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2007**

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 Safety, Health & Env.

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) Code V Amount (D) Price			
Common Stock	05/22/2007	05/22/2007	M	339 <sup>(1)</sup> A \$ 0	5,770	D	
Common Stock	05/22/2007	05/22/2007	M	423 <sup>(2)</sup> A \$ 0	6,193	D	

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

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SEC 1474  
(9-02)

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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)	8. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options	\$ 0	05/22/2007	05/22/2007	M	575	02/20/2005	02/20/2012	Common Stock	575
Options	\$ 0	05/22/2007	05/22/2007	M	718	03/02/2004	03/02/2011	Common Stock	718

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

SHONE RICHARD TUDOR  
INNOSPEC MANUFACTURING PARK  
OIL SITES ROAD, ELLESMERE PORT  
CHESHIRE CH65 4EY

VP Safety, Health & Env.

## Signatures

joanne.bannister@innospecinc.com

05/22/2007

\*\*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 Mr.

(1) Shone in lieu of the transfer of the remaining 236 shares to enable him to pay UK withholding tax obligations in respect of the exercise of option.

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

(2) Shone in lieu of the transfer of the remaining 295 shares to enable him to pay UK withholding tax obligations in respect of the exercise of option

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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