

Watt Brian
Form 4
May 10, 2013

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 *
Watt Brian

(Last) (First) (Middle)

8375 SOUTH WILLOW STREET

(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2013

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, Strategic Planning

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 or Price		
Common Stock	05/09/2013		M		442 A \$ 27.085	14,109 ⁽¹⁾	D
Common Stock	05/09/2013		F		213 ⁽³⁾ D \$ 42.2433	13,896 ⁽²⁾	D
Common Stock	05/09/2013		M		536 A \$ 4.62	14,432 ⁽⁴⁾	D
Common Stock	05/09/2013		F		258 ⁽⁵⁾ D \$ 42.2433	14,174 ⁽⁶⁾	D
Common Stock	05/09/2013		M		2,434 A \$ 10.38	16,608 ⁽⁷⁾	D

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Common Stock	05/09/2013	F	1,173 <u>(8)</u>	D	\$ 42.2433	15,435 <u>(9)</u>	D
Common Stock	05/09/2013	M	158	A	\$ 27.085	15,593 <u>(10)</u>	D
Common Stock	05/09/2013	F	76 <u>(11)</u>	D	\$ 42.2433	15,517 <u>(12)</u>	D
Common Stock	05/09/2013	M	1,731	A	\$ 4.62	17,248 <u>(13)</u>	D
Common Stock	05/09/2013	F	834 <u>(14)</u>	D	\$ 42.2433	16,414 <u>(15)</u>	D
Common Stock	05/09/2013	M	10,000	A	\$ 0	26,414 <u>(16)</u>	D
Common Stock	05/09/2013	F	4,821 <u>(17)</u>	D	\$ 42.2433	21,593 <u>(18)</u>	D
Common Stock	05/09/2013	M	9,311	A	\$ 0	30,904 <u>(19)</u>	D
Common Stock	05/09/2013	F	4,489 <u>(20)</u>	A	\$ 42.2433	26,415 <u>(21)</u>	D
Common Stock	05/09/2013	M	4,535	A	\$ 0	30,950 <u>(22)</u>	D
Common Stock	05/09/2013	F	2,187 <u>(23)</u>	D	\$ 42.2433	28,763 <u>(24)</u>	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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 27.085	05/09/2013		M	442	02/21/2010	02/21/2017	Common Stock	442

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Stock Options	\$ 4.62	05/09/2013	M	536	03/24/2012	03/24/2019	Common Stock	536
Stock Options	\$ 10.38	05/09/2013	M	2,434	03/17/2013	03/17/2020	Common Stock	2,434
Stock Options	\$ 27.085	05/09/2013	M	158	02/21/2010	02/21/2017	Common Stock	158
Stock Options	\$ 4.62	05/09/2013	M	1,731	03/24/2012	03/24/2019	Common Stock	1,731
Stock Options	\$ 0	05/09/2013	M	10,000	09/01/2012	09/01/2019	Common Stock	10,000
Stock Options	\$ 0	05/09/2013	M	9,311	03/17/2013	03/17/2020	Common Stock	9,311
Stock Options	\$ 0	05/09/2013	M	4,535	03/24/2012	03/24/2019	Common Stock	4,535

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watt Brian 8375 SOUTH WILLOW STREET LITTLETON, CO 80124			VP, Strategic Planning	

Signatures

Nicola Earl 05/10/2013

**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).
- (1) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (2) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (3) Shares of Common Stock withheld to meet tax liability and acquisition price.
- (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (5) Shares of Common Stock withheld to meet tax liability and acquisition price.
- (6) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (7) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (8) Shares of Common Stock withheld to meet tax liability and acquisition price.
- (9) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (10) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (11) Shares of Common Stock withheld to meet tax liability and acquisition price.

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- (12) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (13) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (14) Shares of Common Stock withheld to meet tax liability and acquisition price.
- (15) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (16) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (17) Shares of Common Stock withheld to meet tax liability.
- (18) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (19) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (20) Shares of Common Stock withheld to meet tax liability.
- (21) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (22) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (23) Shares of Common Stock withheld to meet tax liability.
- (24) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (25) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (26) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (27) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (28) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (29) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (30) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (31) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (32) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

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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