

INNOSPEC INC.  
Form 4  
February 25, 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 \*  
Watt Brian

(Last) (First) (Middle)  
8310 SOUTH VALLEY  
HIGHWAY, SUITE 350  
(Street)

ENGLEWOOD, CO CO80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2015

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)  
VP, Strat Plan & Regulatory

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 (A) or (D) Price		
Common Stock	02/23/2015		M		641 A \$ 0	38,478	D
Common Stock	02/24/2015		S		302 D \$ 43.8997	38,176	D
Common Stock	02/24/2015		M		1,175 A \$ 29.56	39,351	D
Common Stock	02/24/2015		F		791 <sup>(1)</sup> D \$ 43.9233	38,560	D
Common Stock	02/24/2015		M		267 A \$ 29.56	38,827	D

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Common Stock	02/24/2015	F	221 <sup>(1)</sup>	D	\$ 43.9233	38,606	D
Common Stock	02/24/2015	M	3,846 <sup>(2)</sup>	A	\$ 0	42,452	D
Common Stock	02/24/2015	F	1,808	D	\$ 43.9233	40,644	D

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Stock Options	\$ 43.95	02/23/2015		A	V	(A)	(D)	02/23/2018 02/23/2025	Common Stock 1,322
Stock Options	\$ 0	02/23/2015		A		3,636		02/23/2018 02/23/2025	Common Stock 3,636
Stock Options	\$ 0	02/23/2015		M		641		02/23/2015 02/23/2022	Common Stock 641
Stock Options	\$ 29.56	02/24/2015		M		1,175		02/23/2015 02/23/2022	Common Stock 1,175
Stock Options	\$ 29.56	02/24/2015		M		267		02/23/2015 02/23/2022	Common Stock 267
Stock Options	\$ 0	02/24/2015		M		3,965		02/23/2015 02/23/2022	Common Stock 3,965

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Watt Brian  
8310 SOUTH VALLEY HIGHWAY  
SUITE 350  
ENGLEWOOD, CO CO80112

VP, Strat Plan  
& Regulatory

## Signatures

Brian Watt

02/25/2015

\*\*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) Shares of common stock withheld to pay acquisition price and tax and social securities liabilities
  - (2) 97% of the PRSOP granted

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