

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GENDELL JEFFREY L ET AL</u>  (Last) (First) (Middle) 55 RAILROAD AVENUE  (Street) GREENWICH CT 06830  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INNOSPEC INC. [ IOSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, par value \$.01 per share	04/14/2011		S		102,000 <sup>(2)</sup>	D	\$32.3039 <sup>(2)</sup>	2,906,651 <sup>(3)</sup>	I	See Footnotes <sup>(1)</sup> (3)(4)(5)
Common Stock, par value \$.01 per share	04/15/2011		S		98,000 <sup>(2)</sup>	D	\$32.399 <sup>(2)</sup>	2,808,651 <sup>(3)</sup>	I	See Footnotes <sup>(1)</sup> (3)(4)(5)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
GENDELL JEFFREY L ET AL  
 (Last) (First) (Middle)  
 55 RAILROAD AVENUE  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TONTINE CAPITAL PARTNERS L P  
 (Last) (First) (Middle)  
 55 RAILROAD AVENUE  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TONTINE CAPITAL MANAGEMENT LLC  
 (Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P.

(Last)

(First)

(Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

TONTINE ASSET ASSOCIATES, L.L.C.

(Last)

(First)

(Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This report is filed jointly by Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA") and Jeffrey L. Gendell ("Mr. Gendell"). Mr. Gendell is the managing member of: (a) TCM, the general partner of TCP; and (b) TAA, the general partner of TCP 2.
2. On April 14, 2011, TCP 2 sold 102,000 shares of Common Stock at a weighted average price of \$32.3039 per share, at prices ranging from \$32.3014 to \$32.4273 per share. On April 15, 2011, TCP 2 sold 98,000 shares of Common Stock at a weighted average price of \$32.3990 per share, at prices ranging from \$32.3985 to \$32.5500 per share. The filing parties undertake to provide to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased or sold at each separate price within the ranges described in this footnote.
3. Mr. Gendell, TCM and TAA directly own 0 shares of Common Stock, TCP directly owns 1,590,133 shares of Common Stock and TCP 2 directly owns 1,218,518 shares of Common Stock.
4. All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities held by TCP may be deemed to be beneficially owned by TCM. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.
5. Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, TCP 2 and TAA. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of, TCP. TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.

Tontine Capital Partners, L.P.,  
By: its General Partner, Tontine  
Capital Management, L.L.C., 04/18/2011  
By: its Managing Member, /s/  
Jeffrey L. Gendell  
Tontine Capital Management,  
L.L.C., By: its Managing 04/18/2011  
Member, /s/ Jeffrey L. Gendell  
Tontine Capital Overseas  
Master Fund II, L.P. By: its  
General Partner, Tontine Asset 04/18/2011  
Associates, L.L.C., By: its  
Managing Member, /s/ Jeffrey  
L. Gendell  
Tontine Asset Associates,  
L.L.C., By: its Managing 04/18/2011  
Member, /s/ Jeffrey L. Gendell  
/s/ Jeffrey L. Gendell 04/18/2011

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.