

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Amendment No. 3) Delete if this is an original filing

Under the Securities Exchange Act of 1934

Octel Corp
(Name of Issuer)

Common
(Title of Class of Securities)

675727101
(CUSIP Number)

12/31/02
(Date of Event which Requires
Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-a(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out or a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 675727101 SCHEDULE 13G Page 2 of 7

1 Name of Reporting Person
Kestrel Investment Management Corporation
IRS Identification No. of Above Person 94-3173193

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

California

5 Sole Voting Power

808,300

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6 Shared Voting Power

-0-

7 Sole Dispositive Power

861,900

8 Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

861,900

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

7.3%

12 Type of Reporting Person*

CO, IA

CUSIP No. 675727101

SCHEDULE 13G

Page 3 of 7

1 Name of Reporting Person David J. Steirman
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

808,300

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6 Shared Voting Power

-0-

7 Sole Dispositive Power

861,900

8 Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

861,900

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

7.3%

12 Type of Reporting Person*

IN

CUSIP No. 675727101

SCHEDULE 13G

Page 4 of 7

1 Name of Reporting Person Abbott J. Keller
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

808,300

NUMBER OF

6 Shared Voting Power

SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-	
7	Sole Dispositive Power
861,900	
8	Shared Dispositive Power
-0-	

9 Aggregate Amount Beneficially Owned by each Reporting Person

861,900

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

7.3%

12 Type of Reporting Person*

IN
CUSIP No. 675727101 SCHEDULE 13G Page 5 of 7

Item 1(a). Name of Issuer.

Octel Corp

Item 1(b). Address of Issuer's Principal Executive Offices.

P O BOX 17 SOUTH WIRRAL
OIL SITES ROAD ELLESMERE PORT L65 4HF
UNITED KINGDOM

Item 2(a). Names of Persons Filing.

Kestrel Investment Management Corporation, David J. Steirman and Abbott J. Keller.

Item 2(b). Address of Principal Business Office or, if none, Residence.

The business address of Kestrel Investment Management Corporation, David J. Steirman and Abbott J. Keller is 411 Borel Avenue, Suite 403, San Mateo, CA 94402.

Item 2(c). Citizenship.

Kestrel Investment Management Corporation is a California corporation, David J. Steirman and Abbott J. Keller are citizens of the United States of America.

Item 2(d). Title of Class of Securities.

Common

Item 2(e). CUSIP Number.

675727101

Item 3. Type of Reporting Person.

Kestrel Investment Management Corporation is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940. David J. Steirman and Abbott J. Keller are the sole shareholders of Kestrel Investment Management Corporation.

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of pages two (2), three (3) and four (4) of this Schedule G, which Items are incorporated by reference herein.

CUSIP No. 675727101 SCHEDULE 13G Page 6 of 7

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Kestrel Investment Management Corporation is deemed to be the beneficial owner of the number of securities reflected in items 5-9 and 11 of page two (2) of this Schedule G pursuant to separate arrangements whereby it acts as investment adviser to certain persons, in which it also holds an ownership interest. Each person for whom Kestrel Investment Management Corporation acts as investment adviser has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock purchased or held pursuant to such arrangements. David J. Steirman and Abbott J. Keller are deemed to be the beneficial owners of the number of securities reflected in Items 5-9 and 11 of page two (2) of this Schedule G pursuant to their ownership interests in Kestrel Investment Management Corporation.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, each of the undersigned certifies that, to the best of their respective knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of their respective knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED:

DAVID J. STEIRMAN

/s/ David J. Steirman

David J. Steirman

DATED:

ABBOTT J. KELLER

/s/ ABBOTT J. KELLER

Abbott J. Keller

DATED:

/s/ David J. Steirman

By: David J. Steirman
Its: President