SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Cleminson Ian

| (Last) | (First) | (Middle) |

8310 SOUTH VALLEY HIGHWAY
SUITE 350

(Street)

ENGLEWOOD   CO   CO8112

| (City) | (State) | (Zip) |

2. Issuer Name **and** Ticker or Trading Symbol

INNOSPEC INC. [IOSP]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2015

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/23/2015

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

VP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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			
Commons Stock	02/23/2015		M		848	A	$0.00	26,666	D	
Common Stock	02/24/2015		M		1,909	A	$29.56	28,575	D	
Common Stock	02/24/2015		F		1,578[1]	D	$43.9233	26,997	D	
Common Stock	02/24/2015		M		5,092[2]	A	$0.00	32,089	D	
Common Stock	02/24/2015		S		5,092	D	$43.8997	26,997	D	

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 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	$43.95	02/23/2015		A		1,677		02/23/2018	02/23/2025	Common Stock	1,677	$43.95	22,290	D	
Stock Options	$0.00	02/23/2015		A		4,610		02/23/2018	02/23/2025	Common Stock	4,610	$0.00	26,900	D	
Stock Options	$0.00	02/23/2015		M			848	02/23/2015	02/23/2022	Common Stock	848	$0.00	26,052	D	
Stock Options	$29.56	02/24/2015		M			1,909	02/23/2015	02/23/2022	Common Stock	1,909	$29.56	24,143	D	
Stock Options	$0.00	02/24/2015		M			5,249	02/23/2015	02/23/2022	Common Stock	5,249	$0.00	18,894	D	

Explanation of Responses:

1. Shares of common stock withheld to pay acquisition price and tax and social securities liabilities

2. 97% of the PRSOP granted

Remarks:

Ian P Cleminson   03/06/2015

** 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.