HESSNER CATHERINE

Form 4 March 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HESSNER CATHERINE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INNOSPEC INC. [IOSP]

(Check all applicable)

INNOSPEC MANUFACTURING

(First)

(Middle)

(Zip)

PARK, OIL SITES ROAD.

3. Date of Earliest Transaction

(Month/Day/Year)

03/02/2011

Director 10% Owner X_ Officer (give title Other (specify

below)

Senior VP - Human Resources

ELLESMERE PORT

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHESHIRE, X0 CH65 4EY

| | | 14010 | 1 1,011 2, | ciivative securities ii | equirea, Disposea | or, or Demorran | ily Owned |
|-----------------|---------------------|--------------------|------------|--|-------------------|-----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | • | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | • | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | Code V | or Amount (D) Price | (Instr. 3 and 4) | | |
| Common | | | | 111100111 (2) 1110 | | | |
| | 03/01/2011 | 03/01/2011 | M | 1,200 A \$0 | 23,352 | D | |
| Stock | | | | | | | |
| Common Stock | 03/01/2011 | 03/01/2011 | M | $\frac{986}{(2)} \frac{(1)}{(2)} A 0 | 24,338 | 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. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerci Expiration Dat (Month/Day/Y | e | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 0 | 03/01/2011 | 03/01/2011 | M | 1,200 | 03/01/2011 | 03/01/2018 | Common Stock | 1,200 |
| Stock Options | \$ 0 | 03/01/2011 | 03/01/2011 | M | 8,049 | 02/20/2011 | 02/20/2018 | Common Stock | 8,049 |

D

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|-----------------------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| HESSNER CATHERINE INNOSPEC MANUFACTURING PARK OIL SITES ROAD, ELLESMERE PORT CHESHIRE, X0 CH65 4EY | | | Senior VP - Human Resources | | |

Signatures

| Nicola Earl | 03/02/2011 | | |
|---------------------------------|------------|--|--|
| **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) 25% of the 8046 vested = 2013

Pursuant to Clause 12 of the Rules of the Innospec Inc Performance Related Stock Option Plan, a cash payment is being made to Cathy

(2) Has near in liquid the transfer of the remaining 1027 shares to enable her to pay LIK withhelding toxically interest of the aversion.

(2) Hessner in lieu of the transfer of the remaining 1027 shares to enable her to pay UK withholding tax obligations in respect of the exercise of options.

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