

BOON PHILIP JOHN
Form 4
May 10, 2013

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 *
BOON PHILIP JOHN

(Last) (First) (Middle)

8375 SOUTH WILLOW STREET

(Street)

LITTLETON, CO 80124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2013

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)

Exec VP, Business Operations

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	05/09/2013		M		3,019 D \$ 10.38	30,233 ⁽¹⁾	D
Common Stock	05/09/2013		F		1,500 ⁽²⁾ D \$ 42.2433	28,733 ⁽³⁾	D
Common Stock	05/09/2013		M		11,546 D \$ 0	40,279 ⁽⁴⁾	D
Common Stock	05/09/2013		F		5,738 ⁽⁵⁾ D \$ 42.2433	34,541 ⁽⁶⁾	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 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options	\$ 10.38	05/09/2013		M	3,019	03/17/2013 03/17/2020	Common Stock	3,019
Stock Options	\$ 0	05/09/2013		M	11,546	03/17/2013 03/17/2020	Common Stock	11,546

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOON PHILIP JOHN 8375 SOUTH WILLOW STREET LITTLETON, CO 80124			Exec VP, Business Operations	

Signatures

Nicola Earl 05/10/2013

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) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (2) Shares of Common Stock withheld to pay tax liability and acquisition price.
- (3) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (4) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (5) Shares of Common Stock withheld to pay tax liability.
- (6) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates

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(7) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates

(8) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates

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

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