HESSNER CATHERINE

Form 4/A

February 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

(First)

8375 SOUTH WILLOW STREET

HESSNER CATHERINE

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

Senior VP - Human Resources

INNOSPEC INC. [IOSP]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/22/2013

Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

X_ Officer (give title below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

02/22/2013

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

Person

LITTLETON, CO 80124

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: HESSNER CATHERINE - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (CSOP A)	\$ 41.31	02/20/2013		A	445	02/20/2016	02/20/2023	Common Stock	445
Stock Options (CSOP B)	\$ 41.31	02/20/2013		A	554	02/20/2016	02/20/2023	Common Stock	554
Stock Options (PRSOP)	\$ 0	02/20/2013		A	2,746	02/20/2016	02/20/2023	Common Stock	2,746

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HESSNER CATHERINE 8375 SOUTH WILLOW STREET LITTLETON, CO 80124

Senior VP - Human Resources

Signatures

Nicola Earl 02/26/2013

**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) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2